

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

FEE APPLICATION COVER SHEET

IN RE: BlockFi Inc., et al.¹ APPLICANT: Kroll Restructuring Administration LLC
CASE NO.: 22-19361 (MBK) CLIENT: Chapter 11 Debtors
CHAPTER: 11 CASE FILED: November 28, 2022

**COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. §1746.**

RETENTION ORDER ATTACHED.

/s/ Shira D. Weiner 12/5/2023
SHIRA D. WEINER DATE

**COMBINED MONTHLY AND FINAL
APPLICATION OF KROLL RESTRUCTURING ADMINISTRATION LLC FOR
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED DURING (I) THE MONTHLY FEE PERIOD FROM OCTOBER 1,
2023 THROUGH OCTOBER 3, 2023; AND (II) THE FINAL FEE PERIOD
FROM NOVEMBER 28, 2022 THROUGH AND INCLUDING OCTOBER 3, 2023**

¹ The Debtors in these Chapter 11 Cases and the last four digits of each Debtor's federal tax identification number, as applicable, are as follows: BlockFi Inc. (0015); BlockFi Trading LLC (2487); BlockFi Lending LLC (5017); BlockFi Wallet LLC (3231); BlockFi Ventures LLC (9937); BlockFi International Ltd. (N/A); BlockFi Investment Products LLC (2422); BlockFi Services, Inc. (5965) and BlockFi Lending II LLC (0154). The location of the Debtors' service address is 201 Montgomery Street, Suite 263, Jersey City, NJ 07302.

SECTION I – FEE SUMMARY

Combined Monthly and Final Fee Application Covering the Periods:

Monthly: October 1, 2023 through and including October 3, 2023 (the “*Monthly Fee Period*”)

Final: November 28, 2022 through and including October 3, 2023 (the “*Final Fee Period*”)

	FEES	EXPENSES
TOTAL PREVIOUSLY REQUESTED	\$213,154.06	\$0.00
TOTAL ALLOWED TO DATE	\$20,302.25	\$0.00
TOTAL PREVIOUS HOLDBACK	\$38,570.35	\$0.00
TOTAL RECEIVED	\$44,015.39	\$0.00
TOTAL CURRENT FEE APPLICATION	\$213,562.06 ²	\$244.00

Summary of Hours Billed by Kroll Employees During the Monthly Fee Period

Name of Professional and Title	Hours	Rate	Fee
1. Orchowski, Alex T Director of Solicitation	1.60	\$245.00	\$392.00
2. Scully, Nickesha C Solicitation Consultant	0.40	\$220.00	\$88.00
TOTALS	2.00		\$480.00³
BLENDED RATE		\$240.00	

Summary of Hours Billed by Kroll Employees During the Final Fee Period

Name of Professional and Title	Hours	Rate	Fee
1. Baer, Herb C Director	15.50	\$245.00	\$3,797.50
2. Berman, Jessica G Director	10.20	\$245.00	\$2,499.00
3. Brunswick, Gabriel Director	5.30	\$245.00	\$1,298.50
4. Hughes, James T Director	3.00	\$245.00	\$735.00
5. Sabo, Lili Director	8.20	\$245.00	\$2,009.00

² This amount includes all fees previously requested plus an additional \$408.00 on account of fees and \$244.00 on account of expenses incurred during the Monthly Fee Period.

³ This amount has been discounted to \$408.00 in accordance with the terms of Kroll’s retention. Taking into account this discount, the blended hourly rate is \$204.00.

Name of Professional and Title	Hours	Rate	Fee
6. Steele, Benjamin J Director	0.60	\$245.00	\$147.00
7. Weiner, Shira D Director	5.20	\$245.00	\$1,274.00
8. Porter, Christine C Director	72.10	\$205.00	\$14,780.50
9. Daloia, James F Director of Solicitation	21.60	\$245.00	\$5,292.00
10. Johnson, Craig Director of Solicitation	15.50	\$245.00	\$3,797.50
11. Kesler, Stanislav Director of Solicitation	1.60	\$245.00	\$392.00
12. Orchowski, Alex T Director of Solicitation	457.70	\$245.00	\$112,136.50
13. Sharp, David Director of Solicitation	3.70	\$245.00	\$906.50
14. Adbul Hakeem, Shakir Solicitation Consultant	40.20	\$220.00	\$8,844.00
15. Brodeur, Sarah Solicitation Consultant	47.70	\$220.00	\$10,494.00
16. Brown, Mark M Solicitation Consultant	126.80	\$220.00	\$27,896.00
17. Crowell, Messiah L Solicitation Consultant	37.90	\$220.00	\$8,338.00
18. Greeley, Emma Solicitation Consultant	2.00	\$220.00	\$440.00
19. Lewenson, Justin Solicitation Consultant	4.00	\$220.00	\$880.00
20. Liu, Calvin L Solicitation Consultant	68.80	\$220.00	\$15,136.00
21. Okimoto, Kaitlin Solicitation Consultant	3.00	\$220.00	\$660.00
22. Scully, Nickesha C Solicitation Consultant	44.70	\$220.00	\$9,834.00
23. Steinberg, Zachary Solicitation Consultant	22.80	\$220.00	\$5,016.00
24. Taatjes, Hayden S Solicitation Consultant	9.50	\$220.00	\$2,090.00
25. Ziffer, Jordan Solicitation Consultant	23.10	\$220.00	\$5,082.00
26. Champagnie, Kadeem A Senior Consultant	11.20	\$195.00	\$2,184.00
27. Garraway, Cosmos X Senior Consultant	2.10	\$185.00	\$388.50
28. Kulyk, Liliya Consultant	3.30	\$180.00	\$594.00

Name of Professional and Title	Hours	Rate	Fee
29. Lim, Rachel Consultant	10.80	\$180.00	\$1,944.00
30. Rivera, Christian I Consultant	6.80	\$180.00	\$1,224.00
31. Hernandez, Raymond Consultant	11.40	\$100.00	\$1,140.00
TOTALS	1,096.30		\$251,249.50⁴
BLENDED RATE		\$229.18	

FEE TOTALS (Before Discount)	\$251,249.50
FEE TOTALS (After Discount, Page 7)	\$213,562.06
DISBURSEMENTS TOTALS (Page 8)	\$244.00
TOTAL FEE APPLICATION	\$213,806.06

⁴ This amount has been discounted to \$213,562.06 in accordance with the terms of Kroll's retention. Taking into account this discount, the blended hourly rate is \$194.80.

<p style="text-align: center;">SECTION II SUMMARY OF SERVICES For Final Fee Application Period November 28, 2022 Through and Including October 3, 2023</p>

Services Rendered	Hours	Fee
a) Asset Analysis and Recovery	0.00	\$0.00
b) Asset/Business Disposition	0.00	\$0.00
c) Business Operations	0.00	\$0.00
d) Case Administration	0.00	\$0.00
e) Claims Administration and Objections	0.00	\$0.00
f) Due Diligence	0.00	\$0.00
g) Employee Benefits/Pensions	0.00	\$0.00
h) Fee/Employment Applications	13.50	\$3,307.50
i) Fee/Employment Objections	0.00	\$0.00
j) Financing	0.00	\$0.00
k) Litigation (Other than Avoidance Action Litigation)	0.00	\$0.00
l) Avoidance Action Litigation	0.00	\$0.00
m) Meetings of Creditors	0.00	\$0.00
n) Plan and Disclosure Statement	0.00	\$0.00
o) Relief from Stay Proceedings	0.00	\$0.00
p) Regulatory Compliance	0.00	\$0.00
q) Travel	0.00	\$0.00
r) Accounting/Auditing	0.00	\$0.00
s) Business Analysis	0.00	\$0.00
t) Corporate Finance and Valuation	0.00	\$0.00
u) Data Analysis	0.00	\$0.00
v) Litigation Consulting	0.00	\$0.00
w) Reconstruction Accounting	0.00	\$0.00
x) Tax Issues	0.00	\$0.00
y) Other (specify category):	0.00	\$0.00
Ballots	21.50	\$4,773.00
Call Center / Credit Inquiry	449.00	\$101,677.50
Disbursements	6.40	\$1,445.50
Schedules & SOFAs	118.90	\$24,936.00
Solicitation	487.00	\$115,110.00
SERVICES TOTALS	1,096.30	\$251,249.50⁵

⁵ This amount has been discounted to \$213,562.06 in accordance with the terms of Kroll's retention.

**SECTION III
SUMMARY OF DISBURSEMENTS**

For Final Fee Period

November 28, 2022 Through and Including October 3, 2023

Disbursements	Amount
a) Computer Assisted Legal Research Westlaw	\$0.00
b) Facsimile (with rates) Rate per Page \$1.00 (Max. \$1.00/pg.)	\$0.00
c) Long Distance Telephone	\$0.00
d) In-House Reproduction No. of Pages (); Rate per Page \$0.10 (Max. 10¢/pg.)	\$0.00
e) Outside Reproduction	\$0.00
f) Outside Research	\$0.00
g) Filing/Court Fees	\$0.00
h) Court Reporting	\$0.00
i) Travel	\$244.00
j) Courier & Express Carriers (e.g., Federal Express) Federal Express Messenger Service	\$0.00
k) Postage	\$0.00
l) Other (Explain): After Hours Transportation	\$0.00
m) Other (Explain): Overtime Meals	\$0.00
DISBURSEMENTS TOTAL	\$244.00

**SECTION IV
CASE HISTORY**

(NOTE: Items (3) through (6) are not applicable to applications under 11 U.S.C. § 506)

- (1) Date cases filed: November 28, 2022
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of retention: Order signed February 7, 2023, effective *nunc pro tunc* to the Petition Date (Annex copy of order(s).) **See Exhibit A.**
If limit on number of hours or other limitations to retention, set forth: N/A
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:
 - (A) Processing incoming ballots and performing quality assurance reviews of same;
 - (B) Conferring and coordinating among the Kroll case team and Debtors' counsel regarding solicitation of the Debtors' plan, including solicitation procedures, voting, balloting, and related mechanics, responding to inquiries from Debtors' counsel regarding solicitation of the Debtors' plan, preparing plan class reports in connection with the upcoming solicitation of the Debtors' plan, preparing for the testimony of Christina Pullo at the exclusivity hearing, updating the case website to provide for electronic balloting, preparing interim voting reports for circulation to Debtors' professionals, preparing, reviewing, and revising the voting declaration, preparing for, traveling to, and participating in the confirmation hearing as the voting declarant;
 - (C) Preparing, formatting, reviewing, and revising the Debtors' schedules of assets and liabilities (the "Schedules") and amendments thereto, and statements of financial affairs (the "SOFAs"), and performing quality assurance review of the Schedules and SOFAs;
 - (D) Coordinating wire transfers in connection with the return of bid deposits and reviewing and analyzing the disclosure statement in anticipating of upcoming disbursements;
 - (E) Responding to inquiries from creditors regarding the solicitation of the Debtors' plan; and
 - (F) Reviewing and revising the application to retain Kroll as administrative advisor to the Debtors filed at Docket No. 136, and preparing and filing Kroll's monthly fee statements and interim fee applications.

INVOICES ITEMIZING SERVICES RENDERED ARE ATTACHED AS EXHIBIT "B."

- (5) Anticipated distribution to creditors:

- (a) Administration expense: To be paid in accordance with the *Third Amended Joint Chapter 11 Plan of BlockFi Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Additional Technical Modifications)* (the “Plan”). See Exhibit A to the *Findings of Fact, Conclusions of Law, and Order (I) Approving the Disclosure Statement Relating to the Third Amended Joint Chapter 11 Plan of BlockFi Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code on a Final Basis and (II) Confirming the Third Amended Joint Chapter 11 Plan of BlockFi Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Additional Technical Modifications)* [Docket No. 1660].
- (b) Secured creditors: To be paid in accordance with the Plan.
- (c) Priority creditors: To be paid in accordance with the Plan.
- (d) General unsecured creditors: To be paid in accordance with the Plan.
- (6) Final disposition of case and percentage of dividend paid to creditors (if applicable): On October 3, 2023, the Court entered an order confirming the Plan. Distributions to creditors will be made in accordance with the Plan.

<u>/s/ Shira D. Weiner</u>	<u>12/5/2023</u>
SHIRA D. WEINER	Date

Exhibit A – Kroll Retention Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

COLE SCHOTZ P.C.

Michael D. Sirota, Esq. (NJ Bar No. 014321986)
Warren A. Usatine, Esq. (NJ Bar No. 025881995)
Court Plaza North, 25 Main Street
Hackensack, New Jersey 07601
(201) 489-3000
msirota@coleschotz.com
wusatine@coleschotz.com

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Christine A. Okike, P.C. (admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022
(212) 446-4800
jsussberg@kirkland.com
christine.okike@kirkland.com

HAYNES AND BOONE, LLP

Richard S. Kanowitz, Esq. (NJ Bar No. 047911992)
Kenric D. Kattner, Esq. (admitted *pro hac vice*)
30 Rockefeller Plaza, 26th Floor
New York, New York 10112
(212) 659-7300
richard.kanowitz@haynesboone.com
kenric.kattner@haynesboone.com

Attorneys for Debtors and Debtors in Possession

In re:

BLOCKFI INC., *et al.*,

Debtors.¹



Order Filed on February 7, 2023
by Clerk
U.S. Bankruptcy Court
District of New Jersey

Chapter 11

Case No. 22-19361 (MBK)
(Jointly Administered)

**ORDER AUTHORIZING THE DEBTORS' EMPLOYMENT AND RETENTION OF
KROLL RESTRUCTURING ADMINISTRATION LLC AS ADMINISTRATIVE
ADVISOR *NUNC PRO TUNC* TO THE PETITION DATE**

The relief set forth on the following pages, numbered two (2) through eight (8), is hereby
ORDERED.

DATED: February 7, 2023


Honorable Michael B. Kaplan
United States Bankruptcy Judge

(Page 2)

Debtor: BLOCKFI INC., et al.
Case No: 22-19361 (MBK)
Caption of Order: ORDER AUTHORIZING THE DEBTORS' EMPLOYMENT AND
RETENTION OF KROLL RESTRUCTURING ADMINISTRATION
LLC AS ADMINISTRATIVE ADVISOR *NUNC PRO TUNC* TO THE
PETITION DATE

Upon consideration of the application (the “Application”)¹ of BlockFi Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), pursuant to section 327(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of New Jersey (the “Local Rules”), for entry of an order authorizing the Debtors to employ and retain Kroll Restructuring Administration LLC (“Kroll”) so that it may perform services as administrative advisor (“Administrative Advisor”) effective nunc pro tunc to the Petition Date; and the Court having jurisdiction to decide the Application and the relief requested therein in accordance with 28. U.S.C. §§ 157(a)-(b) and 1334(b) and the Standing Order of Reference to the Bankruptcy Court Under Title 11 of the United States District Court for the District of New Jersey, dated September 18, 2012 (Simandle, C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Application having been given as provided in the Application, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice of the Application need be provided; and upon the Declaration of Benjamin J. Steele in

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

(Page 3)

Debtor: BLOCKFI INC., et al.
Case No: 22-19361 (MBK)
Caption of Order: ORDER AUTHORIZING THE DEBTORS' EMPLOYMENT AND
RETENTION OF KROLL RESTRUCTURING ADMINISTRATION
LLC AS ADMINISTRATIVE ADVISOR *NUNC PRO TUNC* TO THE
PETITION DATE

support thereof; and the Court being satisfied that Kroll does not hold or represent any interest adverse to the Debtors, their estates, or their creditors, and is a disinterested person within the meaning of Sections 327 and 101(14) of the Bankruptcy Code, and that said employment would be in the best interest of the Debtors and their respective estates, and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is **GRANTED** as set forth herein.
2. The Debtors are authorized to retain Kroll as Administrative Advisor, effective as of the Petition Date, pursuant to section 327(a) of the Bankruptcy Code and under the terms of the Engagement Agreement attached to the Application as **Exhibit A**, as modified by this Order, and Kroll is authorized to perform the bankruptcy administration services described in the Application and set forth in the Engagement Agreement.
3. Kroll is authorized to take all actions necessary to comply with its duties as Administrative Advisor as described in the Application and set forth in the Engagement Agreement.
4. Kroll shall apply to the Court for allowance of compensation and reimbursement of expenses incurred after the Petition Date in its capacity as Administrative Advisor in accordance with the sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules,

(Page 4)

Debtor: BLOCKFI INC., et al.

Case No: 22-19361 (MBK)

Caption of Order: ORDER AUTHORIZING THE DEBTORS' EMPLOYMENT AND RETENTION OF KROLL RESTRUCTURING ADMINISTRATION LLC AS ADMINISTRATIVE ADVISOR *NUNC PRO TUNC* TO THE PETITION DATE

and any orders entered in these cases regarding professional compensation and reimbursement of expenses.

5. The Debtors shall indemnify Kroll under the terms of the Engagement Agreement, as modified pursuant to this Order.

- (i) Notwithstanding any provision of the Application and the Engagement Letter to the contrary, Kroll shall not be entitled to indemnification, exculpation, contribution, or reimbursement pursuant to the Engagement Agreement for any services, unless such services and the indemnification, exculpation, contribution, or reimbursement therefor are approved by the Court.
- (ii) Notwithstanding anything to the contrary in the Application or the Engagement Agreement, the Debtors shall have no obligation to indemnify or exculpate Kroll, or provide contribution or reimbursement to Kroll, for any claim or expense that is either: (i) judicially determined (that determination having become final) to have arisen from Kroll's gross negligence, willful misconduct, bad faith, self-dealing or fraud to which the Debtors' have not consented; (ii) for a contractual dispute in which the Debtors allege the breach of Kroll's obligations to maintain the confidentiality of nonpublic information, unless the Court determines that indemnification, contribution, or reimbursement would not be permissible pursuant to *United Artists Theatre Co. v. Walton (In re United Artists Theatre Co.)*, 315 F.3d 217 (3d Cir. 2003); or (iii) settled without the Debtors' consent prior to a judicial determination as to Kroll's gross negligence, willful misconduct, bad faith, fraud or uncontested self-dealing, but determined by this Court, after notice and a hearing, to be a claim or expense for which Kroll should not receive indemnification, exculpation contribution, or reimbursement under the terms of the Engagement Agreement as modified by this Order.
- (iii) If, before the earlier of the entry of an order (i) confirming a chapter 11 plan in these chapter 11 cases (that order having become a final order no longer subject to appeal), or (ii) closing these chapter 11 cases, Kroll

(Page 5)

Debtor: BLOCKFI INC., et al.

Case No: 22-19361 (MBK)

Caption of Order: ORDER AUTHORIZING THE DEBTORS' EMPLOYMENT AND RETENTION OF KROLL RESTRUCTURING ADMINISTRATION LLC AS ADMINISTRATIVE ADVISOR *NUNC PRO TUNC* TO THE PETITION DATE

believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification, exculpation, contribution, and/or reimbursement obligations under the Engagement Agreement (as modified by this Order), including the advancement of defense costs, Kroll must file an application therefor in this Court, and the Debtors may not pay any such amounts to Kroll before the entry of an order by this Court approving the payment. This subparagraph (iii) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses for indemnification, exculpation, contribution, and/or reimbursement by Kroll, and is not a provision limiting the duration of the Debtors' obligation to indemnify, or make contributions or reimbursements to Kroll. All parties-in-interest shall retain the right to object to any demand by Kroll for indemnification, exculpation, contribution, or reimbursement.

6. The limitation of liability section in paragraph 10 of the Engagement Agreement is deemed to be of no force or effect with respect to the services to be provided pursuant to this Order.

7. Notwithstanding anything to the contrary contained in the Engagement Agreement, including paragraph 6 thereof, by this Order the Court is not authorizing Kroll to establish accounts with financial institutions on behalf of the Debtors.

8. Notwithstanding anything to the contrary contained in the Engagement Agreement, the 1.5% late charge in paragraph 2(c) of the Engagement Agreement shall not be assessed during the pendency of these Chapter 11 Cases.

9. Notwithstanding anything to the contrary contained in the Engagement Agreement, including paragraph 15 thereof, the Court shall have exclusive jurisdiction over Kroll's engagement during the pendency of these chapter 11 cases and the Arbitration clause shall have no force or effect during the pendency of these Chapter 11 Cases.

(Page 6)

Debtor: BLOCKFI INC., et al.

Case No: 22-19361 (MBK)

Caption of Order: ORDER AUTHORIZING THE DEBTORS' EMPLOYMENT AND RETENTION OF KROLL RESTRUCTURING ADMINISTRATION LLC AS ADMINISTRATIVE ADVISOR *NUNC PRO TUNC* TO THE PETITION DATE

10. Notwithstanding anything to the contrary contained in the Engagement Agreement, including paragraph 2(h) thereof, Kroll shall provide at least ten (10) business days' notice of any increases in its Rate Structure, subject to the parties-in-interest's right to object to any such increases including, but not limited to, the reasonableness standard provided in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

11. Notwithstanding anything to the contrary contained in the Engagement Agreement, paragraph 3(b) of the Engagement Agreement (indicating that Kroll will continue to be paid, notwithstanding conversion of the cases to cases under chapter 7) shall be of no force or effect with respect to the services provided by Kroll pursuant to the order.

12. Notwithstanding anything in the Application or any supporting declarations to the contrary, Kroll shall seek reimbursement from the Debtors' estates for its engagement-related expenses at the firm's actual costs paid.

13. Notwithstanding anything in the Application or the supporting declarations to the contrary, Kroll shall, to the extent that Kroll uses the services of independent contractors, subcontractors, or employees of foreign affiliates or subsidiaries (collectively, the "Contractors") in these cases, pass through the cost of such Contractors to the Debtors at the same rate that Kroll pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflicts checks as required for Kroll; (iv) file with this Court disclosures

(Page 7)

Debtor: BLOCKFI INC., et al.
Case No: 22-19361 (MBK)
Caption of Order: ORDER AUTHORIZING THE DEBTORS' EMPLOYMENT AND
RETENTION OF KROLL RESTRUCTURING ADMINISTRATION
LLC AS ADMINISTRATIVE ADVISOR *NUNC PRO TUNC* TO THE
PETITION DATE

pertaining to such use required by Bankruptcy Rule 2014; and attach any such Contractors invoices to its monthly fee statements, interim fee applications and/or final fee applications filed in these cases.

14. Kroll shall not seek reimbursement of any fees or costs arising from the defense of its fee applications in the above-captioned cases.

15. Upon entry of a Final Order on the Motion to Redact all Personally Identifiable Information (Dkt. 4), Kroll will disclose the information that the Court orders to be unredacted, if any, through a supplemental declaration. Further, if the Court denies the Motion to Seal Confidential Transaction Parties on the Retention Applications (Dkt. 127), Kroll will, through a supplemental declaration, disclose the identities of all counterparties that were filed under seal, and the connections of Kroll to such potential counterparties.

16. In the event of any inconsistency between the Engagement Agreement, the Application, and the Order, the Order shall govern.

17. Notwithstanding any provision in the Bankruptcy Rules to the contrary, this Order shall be immediately effective and enforceable upon its entry.

18. The Debtors and Kroll are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

19. Notice of the Application as provided therein shall be deemed good and sufficient notice of the Application and the Local Rules of this Court are satisfied by such notice.

(Page 8)

Debtor: BLOCKFI INC., et al.

Case No: 22-19361 (MBK)

Caption of Order: ORDER AUTHORIZING THE DEBTORS' EMPLOYMENT AND RETENTION OF KROLL RESTRUCTURING ADMINISTRATION LLC AS ADMINISTRATIVE ADVISOR *NUNC PRO TUNC* TO THE PETITION DATE

20. To the extent applicable, the requirement set forth in Local Rule 9013-1(a)(3) that any motion/application be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived.

21. Notwithstanding any term in the Engagement Agreement to the contrary, the Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Form order – ntcorder

UNITED STATES BANKRUPTCY COURT

District of New Jersey
402 East State Street
Trenton, NJ 08608

Case No.: 22-19361-MBK
Chapter: 11
Judge: Michael B. Kaplan

In Re: Debtor(s) (name(s) used by the debtor(s) in the last 8 years, including married, maiden, trade, and address):

BlockFi Inc.
201 Montgomery Street
Suite 263
Jersey City, NJ 07302

Social Security No.:

Employer's Tax I.D. No.:
82-2390015

NOTICE OF JUDGMENT OR ORDER
Pursuant to Fed. R. Bankr. P. 9022

Please be advised that on February 7, 2023, the court entered the following judgment or order on the court's docket in the above-captioned case:

Document Number: 486 – 136
Order Granting Application to Employ Kroll Restructuring Administration LLC as Administrative Advisor Nunc Pro Tunc (Related Doc # 136). Service of notice of the entry of this order pursuant to Rule 9022 was made on the appropriate parties. See BNC Certificate of Notice. Signed on 2/7/2023. (wiq)

Parties may review the order by accessing it through PACER or the court's electronic case filing system (CM/ECF). Public terminals for viewing are also available at the courthouse in each vicinage.

Dated: February 7, 2023
JAN: wiq

Jeanne Naughton
Clerk

Exhibit B – Kroll Time Detail



Hourly Fees by Employee through December 2022

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
CHP	Porter, Christine C	DI - Director	0.60	\$205.00	\$123.00
HCB	Baer, Herb C	DI - Director	1.00	\$245.00	\$245.00
JGB	Berman, Jessica G	DI - Director	2.10	\$245.00	\$514.50
GB	Brunswick, Gabriel	DI - Director	0.50	\$245.00	\$122.50
TOTAL:			4.20		\$1,005.00

Hourly Fees by Task Code through December 2022

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
RETN	Retention / Fee Application	0.50	\$122.50
SOFA	Schedules & SOFA	3.70	\$882.50
TOTAL:		4.20	\$1,005.00

BlockFi Inc.

Page 2

Invoice #: 20173

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
12/05/22	CHP	DI	Confer and correspond with J. Berman, H. Baer (Kroll) and M. Henry (BlockFi) re SOFA Questions 1 and 3	Schedules & SOFA	0.30
12/05/22	JGB	DI	Confer with C. Porter (Kroll) in connection with preparation of SOFA Q3	Schedules & SOFA	0.50
12/14/22	GB	DI	Review and revise 327 application	Retention / Fee Application	0.50
12/20/22	CHP	DI	Prepare for and participate in telephone conference with M. Shankweiler and J. Barbarito (BRG) re schedule preparation	Schedules & SOFA	0.30
12/20/22	JGB	DI	Confer with M. Shankweiler, J. Barbarito (BRG) and C. Porter in connection with Schedule and SOFA preparation	Schedules & SOFA	0.50
12/21/22	JGB	DI	Participate in Schedule and SOFA preparation conference with M. Henry (BlockFi), M. Shankweiler, J. Barbarito (BRG), and H. Baer (Kroll)	Schedules & SOFA	0.70
12/29/22	HCB	DI	Review and revise SOFA Q14 (.3), Q18 (.4), Q25 (.3)	Schedules & SOFA	1.00
12/29/22	JGB	DI	Correspond with M. Henry (BlockFi) in connection with preparation of SOFA Q18, 25, 27	Schedules & SOFA	0.40
Total Hours					4.20



Hourly Fees by Employee through January 2023

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
LKU	Kulyk, Liliya	CO - Consultant	2.50	\$180.00	\$450.00
CIR	Rivera, Christian I	CO - Consultant	6.80	\$180.00	\$1,224.00
CXG	Garraway, Cosmos X	SC - Senior Consultant	2.10	\$185.00	\$388.50
KAC	Champagnie, Kadeem A	SC - Senior Consultant	11.20	\$195.00	\$2,184.00
CHP	Porter, Christine C	DI - Director	52.30	\$205.00	\$10,721.50
HCB	Baer, Herb C	DI - Director	12.30	\$245.00	\$3,013.50
JGB	Berman, Jessica G	DI - Director	4.10	\$245.00	\$1,004.50
STK	Kesler, Stanislav	DS - Director of Solicitation	1.10	\$245.00	\$269.50
ATO	Orchowski, Alex T	DS - Director of Solicitation	2.70	\$245.00	\$661.50
TOTAL:			95.10		\$19,917.00

Hourly Fees by Task Code through January 2023

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
SOFA	Schedules & SOFA	91.30	\$18,986.00
SOLI	Solicitation	3.80	\$931.00
TOTAL:		95.10	\$19,917.00

BlockFi Inc.

Page 2

Invoice #: 20414

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
01/03/23	ATO	DS	Review responses to inquiries from B. Nakhaimousa (Kirkland) related to the solicitation timeline	Solicitation	0.60
01/03/23	CHP	DI	Confer and correspond with M. Shankweiler (BRG) re schedules and statements	Schedules & SOFA	0.10
01/03/23	HCB	DI	Review and revise SOFA Q7 (1.1), Q9 (.1), Q11 (.4), Q16 (.3), Q20 (.2), Q31 (.2)	Schedules & SOFA	2.30
01/03/23	STK	DS	Review and respond to inquiry from B. Nakhaimousa (K&E) re solicitation timeline	Solicitation	1.10
01/04/23	CHP	DI	Prepare for and participate in telephone conference with BRG re schedule preparation (0.3); confer and correspond with M. Henry (BlockFi) re schedule preparation (0.2)	Schedules & SOFA	0.50
01/04/23	HCB	DI	Review and revise Schedule A/B (1.2), Schedule D (.2), SOFA Q4 (.3), Q17 (.2), Q21 (.2), Q28 (.4), Q29 (.2), Q32 (.2)	Schedules & SOFA	2.90
01/04/23	JGB	DI	Confer with M. Shankweiler, J. Barbario (BRG), C. Porter, H. Baer, and K. Champagnie (Kroll) in connection with SOFA/SOAL preparation and coordination (.5) correspond with M. Henry (BlockFi) in connection with same (.3)	Schedules & SOFA	0.80
01/05/23	CHP	DI	Prepare SOFA Part 11 Question 21	Schedules & SOFA	1.70
01/05/23	JGB	DI	Confer with H. Baer, K. Champagnie, C. Garraway, A. Ashraf, L. Kulyk and C. Rivera (Kroll) regarding preparation of BlockFi schedules and SOFAs	Schedules & SOFA	0.30
01/05/23	KAC	SC	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	0.70
01/05/23	KAC	SC	Prepare Schedule A/B: Part 1, Question 3 (.5), Part 2, Question 7 (.3), Part 2, Question 8 (.3), Part 4, Question 15 (.3), Part 8, Question 47-53 (.2), Part 10, Question 60-65 (.3), Part 11, Question 74 (.2), D Part 1 (.2)	Schedules & SOFA	2.30
01/06/23	ATO	DS	Respond to inquiries from B. Nakhaimousa (Kirkland) related to the solicitation timeline	Solicitation	1.70
01/06/23	ATO	DS	Respond to inquiries from F. Petrie (Kirkland) related to the solicitation timeline	Solicitation	0.40
01/06/23	CHP	DI	Review and revise SOFA and Schedule drafts for all debtors	Schedules & SOFA	2.00
01/06/23	CHP	DI	Prepare for and participate in telephone conference with M. Henry (BlockFi), J. Chavez (Haynes & Boone) and J. Barbarito (BRG) re schedule preparation (0.4); Prepare SOFA Q2, Q3, Q4, Q7, Q16, Q21, Q26, Q28 and Q29 for all debtors (4.8)	Schedules & SOFA	5.20
01/06/23	HCB	DI	Review and revise Schedules & SOFA for all debtors (1.3); Attend meeting with Mark Shankweiler and Joseph Barbarito	Schedules & SOFA	1.60

BlockFi Inc.

Page 3

Invoice #: 20414

			(BRG) regarding timing of SOFA and Schedule drafts (.3)		
01/06/23	KAC	SC	Prepare draft schedules (.3); review and edit draft schedules (1.8); prepare notes for manual edits to draft schedules (.4)	Schedules & SOFA	2.50
01/07/23	CHP	DI	Prepare SOFA Question 3 (1.1); quality assurance review of SOFA Q21 (1.0); prepare Schedule F (0.4); prepare SOFA drafts for all debtors (1.8)	Schedules & SOFA	4.30
01/08/23	CHP	DI	Prepare Schedule F	Schedules & SOFA	5.20
01/08/23	CHP	DI	Prepare Schedule drafts for all debtors (2.4); quality assurance review of Schedule AB (0.5)	Schedules & SOFA	2.90
01/09/23	CHP	DI	Quality assurance review of Schedule F (3.6); prepare Schedule draft for BlockFi Lending LLC (0.7); prepare SOFA for BlockFi Inc. (0.5); confer and correspond with M. Henry (BlockFi) re schedule edits (0.3); prepare excel template for BRG review (0.5); quality assurance review of SOFA Q21 (0.8)	Schedules & SOFA	6.40
01/09/23	CIR	CO	Extract SOFA and Schedule data for all debtors for BRG review	Schedules & SOFA	4.00
01/09/23	CXG	SC	Extract SOFA and Schedule data for all debtors for BRG review	Schedules & SOFA	0.80
01/09/23	HCB	DI	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	0.80
01/09/23	KAC	SC	Review and revise Schedule E/F Part 2 for all debtors	Schedules & SOFA	1.20
01/10/23	CHP	DI	Aggregate Schedule and SOFA Excel data for BRG review (0.6); confer and correspond with M. Henry (BlockFi) re SOFA Q21 (0.2); prepare Schedule and SOFA drafts for all debtors (2.8); quality assurance review of Schedule F (0.8); prepare for and participate in telephone conference with M. Shankweiler (BRG) re Schedule F (0.6); quality assurance review of SOFA 3, 4 and 21 (2.5)	Schedules & SOFA	7.50
01/10/23	CIR	CO	Extract SOFA and Schedule data for all debtors for BRG review	Schedules & SOFA	1.20
01/10/23	HCB	DI	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	1.20
01/10/23	JGB	DI	Quality assurance review of schedule F across all debtors	Schedules & SOFA	3.00
01/10/23	KAC	SC	Review and revise Schedule E/F Part 2 for all debtors	Schedules & SOFA	0.50
01/10/23	KAC	SC	Review and revise Schedule AB, Part 4, Question 15 (.2); Schedule AB, Part 7, Question 41 (.1); Schedule AB, Part 10, Question 65 (.1); Schedule AB, Part 11, Question 74 (.1); Schedule D, Part 1 (.1)	Schedules & SOFA	0.60
01/11/23	CHP	DI	Prepare SOFA and Schedule drafts for all debtors (3.5); quality assurance review of SOFA and Schedule drafts for all debtors (2.8); prepare SOFA Question 3 (1.7); quality assurance review of SOFA Question 26 (1.5); quality assurance review of Schedule F (0.6); quality assurance	Schedules & SOFA	11.00

BlockFi Inc.

Page 4

Invoice #: 20414

			review of Schedule E (0.3); review and revise SOFA Question 29 (0.2); confer and correspond with R. Jacobson (K&E) re schedule preparation (0.2); confer and correspond with M. Henry (BlockFi) re SOFA Q3 (0.2)		
01/11/23	CIR	CO	Prepare SOFA and Schedules drafts for all debtors	Schedules & SOFA	1.60
01/11/23	CXG	SC	Format all SOFAs and schedules A/B, D, E/F, G and H for circulation to debtors counsel	Schedules & SOFA	1.30
01/11/23	HCB	DI	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	0.90
01/11/23	KAC	SC	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	1.00
01/11/23	KAC	SC	Review and revise Schedule AB, Part 4, Question 15 (.8); Schedule AB, Part 7, Question 41 (.4); Schedule AB, Part 10, Question 65 (.4); Schedule AB, Part 11, Question 74 (.4); Schedule D, Part 1 (.4)	Schedules & SOFA	2.40
01/11/23	LKU	CO	Prepare and format of SOFA and Schedules for filing	Schedules & SOFA	2.50
01/12/23	CHP	DI	Prepare and send SOFA and Schedules Binders to UST (1.8); coordinate and quality control service of SOFA and Schedules Binders to UST (1.5); Aggregate SOFA and SOAL data for UCC review (1.2)	Schedules & SOFA	4.50
01/23/23	CHP	DI	Confer and correspond with M. Shankweiler (BRG) re schedules and statements	Schedules & SOFA	0.20
01/31/23	CHP	DI	Prepare amended Schedule F (0.6); prepare amended SOFA Q11 (0.2)	Schedules & SOFA	0.80
01/31/23	HCB	DI	Prepare amended Schedule E/F (1.9); SOFA Q11 (.7)	Schedules & SOFA	2.60
Total Hours					95.10



Hourly Fees by Employee through February 2023

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
LKU	Kulyk, Liliya	CO - Consultant	0.80	\$180.00	\$144.00
CHP	Porter, Christine C	DI - Director	1.30	\$205.00	\$266.50
HCB	Baer, Herb C	DI - Director	1.90	\$245.00	\$465.50
LIS	Sabo, Lili	DI - Director	1.80	\$245.00	\$441.00
ATO	Orchowski, Alex T	DS - Director of Solicitation	0.60	\$245.00	\$147.00
TOTAL:			6.40		\$1,464.00

Hourly Fees by Task Code through February 2023

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
RETN	Retention / Fee Application	1.80	\$441.00
SOFA	Schedules & SOFA	4.00	\$876.00
SOLI	Solicitation	0.60	\$147.00
TOTAL:		6.40	\$1,464.00

BlockFi Inc.

Page 2

Invoice #: 20700

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
02/01/23	ATO	DS	Confer with F. Petrie (Kirkland) regarding the scheduled hearings and deadlines related to the Plan and disclosure statement	Solicitation	0.60
02/01/23	HCB	DI	Prepare schedule amendment	Schedules & SOFA	0.80
02/01/23	LKU	CO	Prepare SOFA 21 import file	Schedules & SOFA	0.80
02/02/23	HCB	DI	Prepare schedule amendment	Schedules & SOFA	1.10
02/11/23	CHP	DI	Quality assurance review of SOFA question 21 account holders for lookup tool	Schedules & SOFA	0.40
02/13/23	LIS	DI	Draft combined monthly fee application for December and January	Retention / Fee Application	1.80
02/14/23	CHP	DI	Quality assurance review of SOFA Question 4 data	Schedules & SOFA	0.20
02/27/23	CHP	DI	Quality assurance review of SOFA 3 and Schedule F data	Schedules & SOFA	0.70
Total Hours					6.40



Hourly Fees by Employee through March 2023

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
CHP	Porter, Christine C	DI - Director	0.50	\$205.00	\$102.50
JGB	Berman, Jessica G	DI - Director	1.30	\$245.00	\$318.50
JFD	Daloia, James F	DS - Director of Solicitation	1.50	\$245.00	\$367.50
STK	Kesler, Stanislav	DS - Director of Solicitation	0.50	\$245.00	\$122.50
ATO	Orchowski, Alex T	DS - Director of Solicitation	2.40	\$245.00	\$588.00
TOTAL:			6.20		\$1,499.00

Hourly Fees by Task Code through March 2023

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
DISB	Disbursements	1.30	\$318.50
SOLI	Solicitation	4.90	\$1,180.50
TOTAL:		6.20	\$1,499.00

BlockFi Inc.

Page 2

Invoice #: 20898

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
03/02/23	JGB	DI	Coordinate return of bid deposits	Disbursements	0.50
03/03/23	JGB	DI	Coordinate return of bid deposits	Disbursements	0.30
03/08/23	JGB	DI	Coordinate bid deposit wires	Disbursements	0.30
03/13/23	JGB	DI	Coordinate wire transfer in connection with bid deposit	Disbursements	0.20
03/14/23	ATO	DS	Respond to inquiries from B. Nakhaimousa (Kirkland & Ellis) related to solicitation	Solicitation	0.20
03/16/23	ATO	DS	Telephone conference with B. Nakhaimousa and R. Jacobson (Kirkland) related to solicitation	Solicitation	0.50
03/16/23	ATO	DS	Prepare for telephone conference with B. Nakhaimousa and R. Jacobson (Kirkland) related to solicitation	Solicitation	0.50
03/16/23	ATO	DS	Respond to inquiries from B. Nakhaimousa (Kirkland) related to solicitation	Solicitation	0.70
03/16/23	ATO	DS	Confer with J. Hughes (Kroll) regarding the upcoming solicitation and ballot tabulation	Solicitation	0.50
03/16/23	CHP	DI	Prepare for and participate in telephone conference with B Nakhaimousa (K&E), J. Berman and A. Orchowski (Kroll) re upcoming solicitation	Solicitation	0.50
03/16/23	STK	DS	Teleconference with A. Orchowski , J. Berman, C. Porter, C. Liu (Kroll) and B. Nakhaimousa (Kirkland) re proposed solicitation and confirmation timeline	Solicitation	0.50
03/28/23	JFD	DS	Internal discussion regarding possible issues related to timing of filing of vote declaration after the vote deadline	Solicitation	1.20
03/29/23	JFD	DS	Conference call with C. Okikie and F. Petrie (Kirkland) regarding timing to file vote declaration after the vote deadline	Solicitation	0.30
Total Hours					6.20



Hourly Fees by Employee through April 2023

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
CLL	Liu, Calvin L	SA - Solicitation Consultant	0.90	\$220.00	\$198.00
LIS	Sabo, Lili	DI - Director	1.80	\$245.00	\$441.00
BJS	Steele, Benjamin J	DI - Director	0.60	\$245.00	\$147.00
CJ	Johnson, Craig	DS - Director of Solicitation	5.40	\$245.00	\$1,323.00
ATO	Orchowski, Alex T	DS - Director of Solicitation	8.20	\$245.00	\$2,009.00
TOTAL:			16.90		\$4,118.00

Hourly Fees by Task Code through April 2023

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
RETN	Retention / Fee Application	1.80	\$441.00
SOLI	Solicitation	15.10	\$3,677.00
TOTAL:		16.90	\$4,118.00

BlockFi Inc.

Page 2

Invoice #: 21138

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
04/03/23	ATO	DS	Respond to inquiries from M. Reiney (Kirkland) related to the solicitation timeline	Solicitation	1.80
04/03/23	CLL	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	0.90
04/12/23	ATO	DS	Telephone conference with C. Johnson (Kroll) and M. Koch, J. Ryan, F. Petrie, B. Nakhaimousa, M. Reiney and R. Jacobson (K&E) re proposed solicitation timetable	Solicitation	0.20
04/12/23	ATO	DS	Confer with S. Weiner (Kroll) re request for a declaration in connection with the solicitation timetable	Solicitation	0.30
04/12/23	ATO	DS	Review responses to inquiries from M. Reiney and B. Nakhaimousa (Kirkland & Ellis) related to the solicitation timeline	Solicitation	0.30
04/12/23	ATO	DS	Review responses to inquiries from J. Chavez (Haynes Boone) related to solicitation	Solicitation	0.50
04/12/23	ATO	DS	Confer with C. Johnson (Kroll) re proposed solicitation timetable	Solicitation	0.30
04/12/23	CJ	DS	Teleconference with A. Orchowski (Kroll) and M. Koch, J. Ryan, F. Petrie, B. Nakhaimousa, M. Reiney, and R. Jacobson (K&E) re proposed solicitation timetable	Solicitation	0.20
04/12/23	CJ	DS	Confer with A. Orchowski (Kroll) re proposed solicitation timetable	Solicitation	0.30
04/12/23	CJ	DS	Research and review proposed solicitation timetable	Solicitation	0.90
04/16/23	BJS	DI	Call with C. Johnson and S. Meyer (Kroll) re declaration in support of solicitation timeline (.4); call with S. Meyer (Kroll) and C. Okike (K&E) re same (.2)	Solicitation	0.60
04/17/23	ATO	DS	Confer with C. Johnson (Kroll) regarding the tabulation timeline for the upcoming solicitation	Solicitation	0.40
04/17/23	CJ	DS	Conduct research to prepare C. Pullo (Kroll) for her participation in exclusivity hearing	Solicitation	2.40
04/18/23	ATO	DS	Confer with C. Johnson (Kroll) regarding the tabulation timeline for the upcoming solicitation	Solicitation	0.40
04/18/23	CJ	DS	Conduct research in preparation for C. Pullo's (Kroll) participation in exclusivity hearing	Solicitation	0.50
04/19/23	ATO	DS	Confer with C. Johnson (Kroll) regarding tabulation timelines in previous solicitations	Solicitation	0.60
04/19/23	CJ	DS	Conduct research in preparation for C. Pullo's (Kroll) participation in exclusivity hearing	Solicitation	1.10
04/24/23	LIS	DI	Draft combined monthly fee application	Retention / Fee Application	1.80
04/26/23	ATO	DS	Confer with B. Nakhaimousa (Kirkland) regarding the draft solicitation materials	Solicitation	0.10

BlockFi Inc.

Page 3

Invoice #: 21138

04/27/23	ATO	DS	Confer with B. Nakhaimousa (Kirkland) regarding the draft solicitation materials	Solicitation	0.20
04/30/23	ATO	DS	Review and analyze the draft disclosure statement motion exhibits in preparation for solicitation	Solicitation	3.10
Total Hours					16.90



Hourly Fees by Employee through May 2023

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
CHP	Porter, Christine C	DI - Director	7.10	\$205.00	\$1,455.50
MMB	Brown, Mark M	SA - Solicitation Consultant	5.30	\$220.00	\$1,166.00
CLL	Liu, Calvin L	SA - Solicitation Consultant	0.80	\$220.00	\$176.00
JGB	Berman, Jessica G	DI - Director	0.70	\$245.00	\$171.50
GB	Brunswick, Gabriel	DI - Director	0.50	\$245.00	\$122.50
LIS	Sabo, Lili	DI - Director	4.60	\$245.00	\$1,127.00
JFD	Daloia, James F	DS - Director of Solicitation	6.00	\$245.00	\$1,470.00
CJ	Johnson, Craig	DS - Director of Solicitation	5.20	\$245.00	\$1,274.00
ATO	Orchowski, Alex T	DS - Director of Solicitation	11.20	\$245.00	\$2,744.00
TOTAL:			41.40		\$9,706.50

Hourly Fees by Task Code through May 2023

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
DISB	Disbursements	0.20	\$49.00
RETN	Retention / Fee Application	5.10	\$1,249.50
SOFA	Schedules & SOFA	7.60	\$1,578.00
SOLI	Solicitation	28.50	\$6,830.00
TOTAL:		41.40	\$9,706.50

BlockFi Inc.

Page 2

Invoice #: 21365

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
05/01/23	ATO	DS	Review and analyze the draft disclosure statement motion exhibits in preparation for solicitation	Solicitation	1.30
05/01/23	CLL	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	0.80
05/01/23	JGB	DI	Coordinate transfer of bid deposit funds	Disbursements	0.20
05/01/23	MMB	SA	Quality assurance review of draft solicitation documents	Solicitation	2.40
05/02/23	ATO	DS	Telephone conference with B. Nakhaimousa (Kirkland) to discuss the draft disclosure statement exhibits	Solicitation	0.50
05/02/23	LIS	DI	Draft first interim fee application	Retention / Fee Application	0.70
05/05/23	CHP	DI	Confer and correspond with M. Henry (BlockFi) re amended schedules	Schedules & SOFA	0.20
05/07/23	ATO	DS	Review and analyze the draft disclosure statement motion	Solicitation	1.60
05/08/23	ATO	DS	Review and analyze the draft disclosure statement motion	Solicitation	1.60
05/08/23	ATO	DS	Respond to inquiries from B. Nakhaimousa (Kirkland) related to solicitation	Solicitation	0.70
05/08/23	CHP	DI	Prepare amended Schedule F for BlockFi Inc., BlockFi International and BlockFi Lending (3.2); prepare amended schedule drafts (0.6); confer and correspond with M. Henry (BlockFi) re amended schedules (0.2)	Schedules & SOFA	4.00
05/08/23	CJ	DS	Review and revise draft motion to approve disclosure statement and solicitation procedures	Solicitation	2.20
05/08/23	JFD	DS	Review and provide comments to solicitation procedures	Solicitation	2.90
05/08/23	JGB	DI	Quality assurance review of amended BlockFi Lending, BlockFi Inc and BlockFi International schedules	Schedules & SOFA	0.50
05/08/23	LIS	DI	Draft first interim fee application	Retention / Fee Application	3.90
05/09/23	ATO	DS	Confer with C. Johnson (Kroll) regarding the draft solicitation procedures motion	Solicitation	0.40
05/09/23	ATO	DS	Confer with B. Nakhaimousa (Kirkland) regarding the upcoming solicitation	Solicitation	0.80
05/09/23	CHP	DI	Review and revise schedule drafts for BlockFi Inc., BlockFi International and BlockFi Lending (0.6); quality assurance review of amended Schedule F for BlockFi Inc., BlockFi International and BlockFi Lending (0.8)	Schedules & SOFA	1.40
05/09/23	JFD	DS	Review and provide comments to solicitation procedures	Solicitation	3.10
05/10/23	CHP	DI	Review and revise amended schedule drafts (0.5); confer and correspond with R. Hollander (Cole Schotz), M. Henry (BlockFi) and R. Jacobson (K&E) re amended schedule drafts (0.2); review and revise schedule F (0.8)	Schedules & SOFA	1.50

BlockFi Inc.

Page 3

Invoice #: 21365

05/10/23	CJ	DS	Review proposed solicitation and tabulation procedures in preparation for upcoming launch of solicitation	Solicitation	0.90
05/10/23	GB	DI	Draft monthly fee statement	Retention / Fee Application	0.50
05/11/23	ATO	DS	Confer with C. Johnson and J. Daloia (Kroll) regarding the draft disclosure statement motion	Solicitation	0.40
05/11/23	ATO	DS	Review and analyze the draft disclosure statement and plan in preparation for solicitation	Solicitation	1.60
05/11/23	ATO	DS	Review and analyze the draft disclosure statement motion in preparation for solicitation	Solicitation	1.30
05/11/23	ATO	DS	Confer with C. Johnson (Kroll) re proposed revisions to motion to approve disclosure statement	Solicitation	0.40
05/11/23	CJ	DS	Confer with A. Orchowski (Kroll) re proposed revisions to motion to approve disclosure statement	Solicitation	0.40
05/11/23	CJ	DS	Review and revise draft motion to approve disclosure statement	Solicitation	1.40
05/11/23	CJ	DS	Confer with B. Nakhaimousa (K&E) re draft motion to approve solicitation procedures	Solicitation	0.30
05/11/23	MMB	SA	Quality assurance review of draft solicitation documents	Solicitation	2.90
05/19/23	ATO	DS	Respond to inquiries from R. Jacobson and J. Ryan (Kirkland) related to solicitation	Solicitation	0.60
Total Hours					41.40



Hourly Fees by Employee through June 2023

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
CHP	Porter, Christine C	DI - Director	0.60	\$205.00	\$123.00
MMB	Brown, Mark M	SA - Solicitation Consultant	1.40	\$220.00	\$308.00
CLL	Liu, Calvin L	SA - Solicitation Consultant	1.00	\$220.00	\$220.00
HCB	Baer, Herb C	DI - Director	0.30	\$245.00	\$73.50
GB	Brunswick, Gabriel	DI - Director	0.60	\$245.00	\$147.00
ATO	Orchowski, Alex T	DS - Director of Solicitation	5.70	\$245.00	\$1,396.50
TOTAL:			9.60		\$2,268.00

Hourly Fees by Task Code through June 2023

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
RETN	Retention / Fee Application	0.60	\$147.00
SOFA	Schedules & SOFA	0.90	\$196.50
SOLI	Solicitation	8.10	\$1,924.50
TOTAL:		9.60	\$2,268.00

BlockFi Inc.

Page 2

Invoice #: 21605

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
06/08/23	ATO	DS	Review and analyze the disclosure statement motion in preparation for solicitation	Solicitation	0.70
06/12/23	GB	DI	Draft monthly fee statement	Retention / Fee Application	0.60
06/14/23	ATO	DS	Confer with J. Berman (Kroll) to prepare a plan class report in preparation for solicitation	Solicitation	0.30
06/14/23	ATO	DS	Prepare a plan class report for the upcoming solicitation	Solicitation	0.80
06/14/23	MMB	SA	Review solicitation documents in preparation for solicitation	Solicitation	1.40
06/22/23	CHP	DI	Quality assurance review of Schedule A/B data (0.2); prepare for and participate in telephone conference with M. Shankweiler and J. Barrbarito (BRG) re amended schedule A/B (0.4)	Schedules & SOFA	0.60
06/22/23	HCB	DI	Coordinate existing Schedule A/B data for upcoming schedule amendment	Schedules & SOFA	0.30
06/25/23	ATO	DS	Respond to inquiries from B. Nakhaimousa (Kirkland) related to solicitation	Solicitation	0.60
06/27/23	ATO	DS	Confer with M. Shankweiler (BRG) regarding preparation of the solicitation plan class report	Solicitation	0.60
06/27/23	ATO	DS	Prepare draft plan class report in preparation for solicitation	Solicitation	1.40
06/27/23	ATO	DS	Prepare for telephone conference with B. Nakhaimousa (Kirkland) related to solicitation	Solicitation	0.80
06/27/23	ATO	DS	Telephone conference with B. Nakhaimousa (Kirkland) related to solicitation	Solicitation	0.50
06/27/23	CLL	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.00
Total Hours					9.60



Hourly Fees by Employee through July 2023

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
CHP	Porter, Christine C	DI - Director	6.20	\$205.00	\$1,271.00
SABR	Brodeur, Sarah	SA - Solicitation Consultant	2.00	\$220.00	\$440.00
MLC	Crowell, Messiah L	SA - Solicitation Consultant	6.80	\$220.00	\$1,496.00
EGR	Greeley, Emma	SA - Solicitation Consultant	2.00	\$220.00	\$440.00
CLL	Liu, Calvin L	SA - Solicitation Consultant	0.60	\$220.00	\$132.00
JGB	Berman, Jessica G	DI - Director	1.70	\$245.00	\$416.50
GB	Brunswick, Gabriel	DI - Director	0.50	\$245.00	\$122.50
ATO	Orchowski, Alex T	DS - Director of Solicitation	83.40	\$245.00	\$20,433.00
TOTAL:			103.20		\$24,751.00

Hourly Fees by Task Code through July 2023

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
DISB	Disbursements	4.00	\$880.00
RETN	Retention / Fee Application	0.50	\$122.50
SOFA	Schedules & SOFA	7.60	\$1,626.00
SOLI	Solicitation	91.10	\$22,122.50
TOTAL:		103.20	\$24,751.00

BlockFi Inc.

Page 2

Invoice #: 21829

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
07/01/23	ATO	DS	Respond to inquiries from M. Shankweiler (BRG) related to the plan class report	Solicitation	0.20
07/06/23	CHP	DI	Prepare for and participate in telephone conference with M. Shankweiler, J. Barbarito, J. Rogala (BRG) and J. Berman (Kroll) re schedule AB amendment	Schedules & SOFA	0.30
07/06/23	JGB	DI	Telephone conference with M. Shankweiler, J. Barbarito (BRG) and C. Porter (Kroll) regarding Schedule A/B amendment	Schedules & SOFA	0.50
07/10/23	ATO	DS	Respond to inquiries from J. Ryan (Kirkland) related to solicitation	Solicitation	0.50
07/13/23	GB	DI	Draft monthly fee statement	Retention / Fee Application	0.50
07/20/23	JGB	DI	Correspond with M. Shankweiler (BRG) in connection with amendments to Schedule A/b; confer with K. Champagnie (Kroll) regarding same	Schedules & SOFA	0.40
07/21/23	JGB	DI	Confer with M. Shankweiler (BRG) and K. Champagnie (Kroll) in connection with amended Schedules A/B	Schedules & SOFA	0.50
07/24/23	ATO	DS	Prepare plan class report for upcoming solicitation	Solicitation	1.60
07/24/23	ATO	DS	Telephone conference with R. Jacobson and F. Petrie (Kirkland) and M. Henry (BlockFi) regarding the upcoming solicitation mailing	Solicitation	0.50
07/24/23	ATO	DS	Respond to inquiries from R. Jacobson (Kirkland) related to solicitation	Solicitation	0.40
07/24/23	CHP	DI	Prepare for and participate in telephone conference with R. Jacobson (K&E), M. Henry (BlockFi) and A. Orchowski and H. Baer (Kroll) re upcoming solicitation	Solicitation	0.30
07/25/23	ATO	DS	Analyze the claims register for purposes of classifying scheduled and filed claims into their appropriate plan class for solicitation	Solicitation	8.20
07/25/23	ATO	DS	Confer with G. Brunswick (Kroll) regarding solicitation	Solicitation	0.20
07/25/23	ATO	DS	Respond to inquiries from M. Henry (BlockFi) related to solicitation	Solicitation	0.40
07/25/23	ATO	DS	Respond to inquiries from F. Petrie (Kirkland) related to solicitation	Solicitation	1.80
07/25/23	CHP	DI	Prepare amended schedule A/B for BlockFi Lending and BlockFi International	Schedules & SOFA	2.40
07/26/23	ATO	DS	Analyze the claims register for purposes of classifying scheduled and filed claims into their appropriate plan class for solicitation	Solicitation	12.10
07/26/23	CHP	DI	Prepare amended schedule A/B for BlockFi Lending and BlockFi International; confer and correspond with J. Rogala	Schedules & SOFA	3.20

BlockFi Inc.

Page 3

Invoice #: 21829

			(BRG) re schedule amendments		
07/26/23	JGB	DI	Confer with C. Porter (Kroll) in connection with amendment to Schedule A/B	Schedules & SOFA	0.30
07/27/23	ATO	DS	Analyze the claims register for purposes of classifying scheduled and filed claims into their appropriate plan class for solicitation	Solicitation	6.10
07/27/23	ATO	DS	Review and analyze the draft supplemental disclosure statement motion in preparation for solicitation	Solicitation	1.40
07/27/23	ATO	DS	Respond to inquiries from R. Jacobson (Kirkland) related to solicitation	Solicitation	1.20
07/27/23	CLL	SA	Review correspondence related to upcoming solicitation	Solicitation	0.60
07/28/23	ATO	DS	Prepare plan class report for upcoming solicitation	Solicitation	2.10
07/28/23	ATO	DS	Confer with J. Hughes (Kroll) regarding the upcoming solicitation	Solicitation	0.40
07/28/23	ATO	DS	Review and analyze the supplemental disclosure statement motion in preparation for solicitation	Solicitation	1.90
07/28/23	ATO	DS	Respond to inquiries from R. Jacobson and F. Petrie (Kirkland) related to solicitation	Solicitation	2.60
07/28/23	EGR	SA	Review disclosure statement for purposes of distribution provisions	Disbursements	1.00
07/29/23	ATO	DS	Analyze the claims register for purposes of classifying scheduled and filed claims into their appropriate plan class for solicitation	Solicitation	12.30
07/29/23	ATO	DS	Respond to inquiries from R. Jacobson and F. Petrie (Kirkland) related to solicitation	Solicitation	1.30
07/30/23	ATO	DS	Analyze the claims register for purposes of classifying scheduled and filed claims into their appropriate plan class for solicitation	Solicitation	12.60
07/31/23	ATO	DS	Respond to inquiries from F. Marquez (BlockFi) related to solicitation	Solicitation	0.50
07/31/23	ATO	DS	Analyze the claims register for purposes of classifying scheduled and filed claims into their appropriate plan class for solicitation	Solicitation	14.30
07/31/23	ATO	DS	Confer with J. Daloia (Kroll) regarding the solicitation plan class report	Solicitation	0.80
07/31/23	EGR	SA	Review disclosure statement and updates for purposes of distributions provisions.	Disbursements	1.00
07/31/23	MLC	SA	Conduct quality assurance review of voting amounts reflected on filed proof of claim forms in preparation for solicitation	Solicitation	6.80
07/31/23	SABR	SA	Prepare Plan distribution matrix	Disbursements	2.00
Total Hours					103.20



Hourly Fees by Employee through August 2023

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
RHE	Hernandez, Raymond	CO - Consultant	11.40	\$100.00	\$1,140.00
RACL	Lim, Rachel	CO - Consultant	10.80	\$180.00	\$1,944.00
SHAH	Adbul Hakeem, Shakir	SA - Solicitation Consultant	9.50	\$220.00	\$2,090.00
SABR	Brodeur, Sarah	SA - Solicitation Consultant	5.90	\$220.00	\$1,298.00
MMB	Brown, Mark M	SA - Solicitation Consultant	21.10	\$220.00	\$4,642.00
MLC	Crowell, Messiah L	SA - Solicitation Consultant	18.80	\$220.00	\$4,136.00
JUL	Lewenson, Justin	SA - Solicitation Consultant	4.00	\$220.00	\$880.00
CLL	Liu, Calvin L	SA - Solicitation Consultant	17.20	\$220.00	\$3,784.00
KOK	Okimoto, Kaitlin	SA - Solicitation Consultant	3.00	\$220.00	\$660.00
NCS	Scully, Nickesha C	SA - Solicitation Consultant	11.00	\$220.00	\$2,420.00
ZS	Steinberg, Zachary	SA - Solicitation Consultant	14.00	\$220.00	\$3,080.00
HST	Taatjes, Hayden S	SA - Solicitation Consultant	9.50	\$220.00	\$2,090.00
JZI	Ziffer, Jordan	SA - Solicitation Consultant	4.60	\$220.00	\$1,012.00
GB	Brunswick, Gabriel	DI - Director	2.00	\$245.00	\$490.00
JFD	Daloia, James F	DS - Director of Solicitation	7.80	\$245.00	\$1,911.00
CJ	Johnson, Craig	DS - Director of Solicitation	0.70	\$245.00	\$171.50
ATO	Orchowski, Alex T	DS - Director of Solicitation	160.50	\$245.00	\$39,322.50
DS	Sharp, David	DS - Director of Solicitation	0.90	\$245.00	\$220.50
TOTAL:			312.70		\$71,291.50

Hourly Fees by Task Code through August 2023

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
BALL	Ballots	5.50	\$1,178.00
DISB	Disbursements	0.90	\$198.00
INQR	Call Center / Credit Inquiry	131.40	\$29,785.50

BlockFi Inc.

Page 2

Invoice #: 22059

RETN	Retention / Fee Application	2.00	\$490.00
SOLI	Solicitation	172.90	\$39,640.00
TOTAL:		312.70	\$71,291.50

BlockFi Inc.

Page 3

Invoice #: 22059

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
08/01/23	ATO	DS	Telephone conference with F. Petrie (Kirkland) related to solicitation	Solicitation	0.60
08/01/23	ATO	DS	Telephone conference with M. Shankweiler (BRG) related to the solicitation Plan class report	Solicitation	1.00
08/01/23	ATO	DS	Respond to inquiries from L. Sisson (Haynes Boone) related to solicitation	Solicitation	0.50
08/01/23	ATO	DS	Respond to inquiries from F. Petrie (Kirkland) related to solicitation	Solicitation	0.60
08/01/23	ATO	DS	Prepare plan class report for upcoming solicitation	Solicitation	8.00
08/01/23	JFD	DS	Review plan class report for upcoming solicitation	Solicitation	2.40
08/01/23	MLC	SA	Conduct quality assurance review of voting amounts reflected on filed proof of claim forms in preparation for solicitation	Solicitation	5.20
08/01/23	SABR	SA	Prepare Plan distribution matrix re upcoming distributions	Disbursements	0.90
08/02/23	ATO	DS	Telephone conference with M. Shankweiler (BRG) related to the solicitation Plan class report	Solicitation	1.00
08/02/23	ATO	DS	Respond to inquiries from L. Sisson (Haynes Boone) related to solicitation	Solicitation	0.80
08/03/23	ATO	DS	Telephone conference with M. Shankweiler (BRG) related to the solicitation Plan class report	Solicitation	0.80
08/03/23	ATO	DS	Prepare plan class report for upcoming solicitation	Solicitation	10.90
08/04/23	ATO	DS	Telephone conference with R. Jacobson (Kirkland) and M. Shankweiler (BRG) regarding the solicitation Plan class report	Solicitation	0.80
08/04/23	ATO	DS	Prepare plan class report for upcoming solicitation	Solicitation	9.20
08/05/23	ATO	DS	Respond to inquiries from F. Petrie (Kirkland) related to solicitation	Solicitation	0.20
08/05/23	ATO	DS	Prepare plan class report for upcoming solicitation	Solicitation	10.20
08/06/23	ATO	DS	Respond to inquiries from R. Jacobson (Kirkland) related to solicitation	Solicitation	0.20
08/06/23	ATO	DS	Prepare plan class report for upcoming solicitation	Solicitation	10.10
08/07/23	ATO	DS	Respond to inquiries from H. Neiman (C Street) related to draft communications materials	Call Center / Credit Inquiry	0.80
08/07/23	ATO	DS	Telephone conference with M. Shankweiler (BRG) related to the solicitation Plan class report	Solicitation	0.50
08/08/23	ATO	DS	Respond to inquiries from H. Neiman (C Street) related to draft communications materials	Call Center / Credit Inquiry	0.80
08/08/23	ATO	DS	Telephone conference with A. Probst and M. Shankweiler (BRG) related to the solicitation Plan class report	Solicitation	1.40

BlockFi Inc.

Page 4

Invoice #: 22059

08/08/23	ATO	DS	Prepare plan class report for upcoming solicitation	Solicitation	2.80
08/08/23	ATO	DS	Confer with F. Petrie (Kirkland) regarding the solicitation Plan class report	Solicitation	0.50
08/08/23	CLL	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.00
08/08/23	RACL	CO	Setup of electronic ballot platform on case website	Solicitation	0.80
08/09/23	ATO	DS	Respond to inquiries from H. Neiman (C Street) related to draft communications materials	Call Center / Credit Inquiry	1.20
08/09/23	ATO	DS	Respond to inquiries from F. Petrie (Kirkland) related to solicitation	Solicitation	0.60
08/09/23	ATO	DS	Respond to inquiries from A. Probst (BRG) regarding the solicitation Plan class report	Solicitation	0.40
08/09/23	ATO	DS	Prepare plan class report for upcoming solicitation	Solicitation	12.90
08/10/23	ATO	DS	Respond to inquiries from H. Neiman (C Street) related to draft communications materials	Call Center / Credit Inquiry	0.40
08/10/23	ATO	DS	Respond to inquiries from A. Probst and M. Shankweiler (BRG) related to the solicitation Plan class report	Solicitation	1.40
08/10/23	ATO	DS	Prepare plan class report for upcoming solicitation	Solicitation	7.30
08/10/23	ATO	DS	Confer with F. Petrie (Kirkland) regarding the solicitation Plan class report	Solicitation	0.40
08/11/23	ATO	DS	Telephone conference with M. Shankweiler (BRG) related to the solicitation Plan class report	Solicitation	0.60
08/11/23	ATO	DS	Respond to inquiries from A. Probst (BRG) regarding the solicitation Plan class report	Solicitation	0.50
08/11/23	ATO	DS	Prepare plan class report for upcoming solicitation	Solicitation	5.60
08/15/23	ATO	DS	Respond to inquiries from M. Henry (BlockFi) related to solicitation	Solicitation	0.30
08/16/23	ATO	DS	Respond to inquiries from L. Sisson (Haynes Boone) related to solicitation	Solicitation	0.70
08/17/23	ATO	DS	Respond to inquiries from R. Jacobson (Kirkland) related to solicitation	Solicitation	1.20
08/17/23	ATO	DS	Respond to inquiries from M. Henry (BlockFi) related to solicitation	Solicitation	0.50
08/17/23	GB	DI	Draft monthly fee statement	Retention / Fee Application	0.60
08/17/23	RACL	CO	Quality assurance review of ballot filing database	Ballots	0.80
08/18/23	ATO	DS	Respond to inquiries from M. Shankweiler (BRG) related to solicitation	Solicitation	0.70
08/19/23	ATO	DS	Respond to inquiries from M. Henry (BlockFi) related to solicitation	Solicitation	0.30
08/21/23	ATO	DS	Respond to creditor inquiries related to solicitation	Solicitation	1.40
08/21/23	ATO	DS	Respond to inquiries from R. Jacobson (Kirkland) related to solicitation	Solicitation	1.30
08/21/23	ATO	DS	Respond to inquiries from L. Sisson (Haynes Boone) related to solicitation	Solicitation	0.60

BlockFi Inc.

Page 5

Invoice #: 22059

08/21/23	ATO	DS	Respond to inquiries from M. Shankweiler (BRG) related to solicitation	Solicitation	1.20
08/21/23	CLL	SA	Confer and coordinate with case support re setup of ballot platform on the case website	Solicitation	1.50
08/21/23	RACL	CO	Setup of electronic ballot platform on case website	Solicitation	1.40
08/22/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	1.50
08/22/23	ATO	DS	Respond to inquiries from R. Jacobson (Kirkland) related to solicitation	Solicitation	0.20
08/22/23	ATO	DS	Respond to inquiries from M. Shankweiler (BRG) related to solicitation	Solicitation	0.40
08/22/23	ATO	DS	Respond to inquiries from L. Sisson (Haynes Boone) related to solicitation	Solicitation	0.80
08/22/23	ATO	DS	Respond to inquiries from F. Petrie (Kirkland) related to solicitation	Solicitation	0.30
08/22/23	CLL	SA	Update ballot questions in Solicitation database	Call Center / Credit Inquiry	0.60
08/22/23	RACL	CO	Setup of electronic ballot platform on case website	Solicitation	2.60
08/22/23	RHE	CO	Setup of electronic ballot platform on case website	Solicitation	3.40
08/23/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	1.20
08/23/23	ATO	DS	Confer with J. Hughes (Kroll) regarding setup of the electronic ballot portal	Solicitation	0.50
08/23/23	ATO	DS	Telephone conference with C. Johnson (Kroll), M. Henry (BlockFi), F. Petrie and R. Jacobson (K&E), M. Shankweiler and A. Probst (BRDG) and L. Sisson and J. Chavez (Haynes & Boone) re tabulating ballots	Solicitation	0.30
08/23/23	ATO	DS	Prepare a spreadsheet of potential plan classification updates in connection with solicitation	Solicitation	1.80
08/23/23	ATO	DS	Confer with F. Petrie and R. Jacobson (Kirkland) regarding the electronic ballot portal	Solicitation	0.50
08/23/23	ATO	DS	Respond to inquiries from A. Tam (BlockFi) regarding the electronic ballot portals	Solicitation	0.20
08/23/23	ATO	DS	Telephone conference with R. Jacobson (Kirkland) related to solicitation	Solicitation	0.30
08/23/23	ATO	DS	Respond to inquiries from M. Shankweiler (BRG) related to solicitation	Solicitation	0.20
08/23/23	ATO	DS	Telephone conference with K. Aulet (Brown Rudnick) related to solicitation	Solicitation	0.50
08/23/23	CJ	DS	Telephone conference with A. Orchowski (Kroll), M. Henry (BlockFi), F. Petrie and R. Jacobson (K&E), M. Shankweiler and A. Probst (BRG) and L. Sisson and J. Chavez (Haynes & Boone) re tabulating ballots	Solicitation	0.30
08/23/23	CJ	DS	Telephone conference with A. Orchowski (Kroll), F. Petrie and R. Jacobson (K&E), M. Shankweiler and A. Probst (BRG), R. Kanowitz, L. Sisson and J. Chavez (Haynes &	Solicitation	0.40

BlockFi Inc.

Page 6

Invoice #: 22059

			Boone), M. Manning and M. Meghji (M-III) and K. Aulet (Brown Rudnick) re online voting and tabulating ballots		
08/23/23	CLL	SA	Confer and coordinate with case support re setup of ballot platform on the case website	Solicitation	4.20
08/23/23	MMB	SA	Review correspondence with C. Liu and A. Orchowski (Kroll) and A. Tam (BlockFi) related to solicitation	Solicitation	0.20
08/23/23	RACL	CO	Setup of electronic ballot platform on case website	Solicitation	2.60
08/23/23	RHE	CO	Setup of electronic ballot platform on case website	Solicitation	4.00
08/24/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	2.90
08/24/23	ATO	DS	Respond to inquiries from R. Jacobson (Kirkland) related to solicitation	Solicitation	1.60
08/24/23	ATO	DS	Prepare a spreadsheet of potential plan classification updates in connection with solicitation	Call Center / Credit Inquiry	2.20
08/24/23	ATO	DS	Respond to inquiries from M. Henry (BlockFi) related to solicitation	Solicitation	0.90
08/24/23	ATO	DS	Respond to inquiries from M. Shankweiler (BRG) related to solicitation	Solicitation	0.80
08/24/23	CLL	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	3.40
08/24/23	CLL	SA	Confer and coordinate with case support re setup of ballot platform on the case website	Solicitation	0.80
08/24/23	DS	DS	Monitor and review emails re solicitation	Solicitation	0.90
08/24/23	GB	DI	Draft interim fee application	Retention / Fee Application	0.90
08/24/23	HST	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	1.80
08/24/23	MLC	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.50
08/24/23	MLC	SA	Quality assurance review of incoming ballots	Ballots	0.80
08/24/23	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	3.70
08/24/23	MMB	SA	Review correspondence with H. Taatjes, C. Liu and A. Orchowski (Kroll), K. Aulet (Brown), M. Shankweiler (BRG), R. Jacobson (Kirkland), M. Henry (BlockFi) and L. Sisson (Haynes) related to solicitation	Solicitation	0.60
08/24/23	RACL	CO	Setup of electronic ballot platform on case website	Solicitation	2.60
08/25/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	2.90
08/25/23	ATO	DS	Telephone conference with M. Henry (BlockFi) and R. Jacobson and F. Petrie (Kirkland) regarding solicitation	Solicitation	0.60
08/25/23	ATO	DS	Telephone conference with K. Aulet (Brown Rudnick) related to solicitation	Solicitation	0.30
08/25/23	ATO	DS	Respond to inquiries from M. Henry (BlockFi) related to solicitation	Solicitation	1.10

BlockFi Inc.

Page 7

Invoice #: 22059

08/25/23	HST	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	1.50
08/25/23	JFD	DS	Review issues related to claim and schedule matches and possible resolicitation of certain claims	Solicitation	5.40
08/25/23	MLC	SA	Quality assurance review of incoming ballots	Ballots	0.50
08/25/23	MLC	SA	Confer and coordinate with case support re setup of ballot platform on the case website	Solicitation	3.20
08/25/23	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	3.60
08/26/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	1.20
08/27/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.70
08/27/23	CLL	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.70
08/28/23	ATO	DS	Prepare a plan class report for the supplemental service of voting credentials	Solicitation	3.90
08/28/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.70
08/28/23	ATO	DS	Respond to inquiries from L. Sisson (Haynes Boone) related to solicitation	Solicitation	0.40
08/28/23	ATO	DS	Respond to inquiries from F. Petrie (Kirkland) related to solicitation	Solicitation	2.60
08/28/23	ATO	DS	Respond to inquiries from M. Henry (BlockFi) related to solicitation	Solicitation	0.20
08/28/23	ATO	DS	Confer with J. Daloia (Kroll) regarding solicitation	Solicitation	0.40
08/28/23	CLL	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	1.00
08/28/23	CLL	SA	Update FAQ materials for use in connection with responses to solicitation inquiries	Call Center / Credit Inquiry	1.00
08/28/23	CLL	SA	Create Plan treatment PDF for posting onto website to assist with inquiries	Call Center / Credit Inquiry	0.70
08/28/23	CLL	SA	Create step by step for e-balloting to assist with inquiries	Call Center / Credit Inquiry	0.80
08/28/23	CLL	SA	Update communication notes for use in connection with responses to solicitation inquiries	Call Center / Credit Inquiry	1.50
08/28/23	GB	DI	Draft interim fee application	Retention / Fee Application	0.50
08/28/23	JUL	SA	Respond to inquiries regarding solicitation process	Call Center / Credit Inquiry	2.50
08/28/23	MLC	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.80
08/28/23	MLC	SA	Quality assurance review of incoming ballots	Ballots	0.80
08/28/23	RHE	CO	Setup of electronic ballot platform on case website	Solicitation	4.00
08/29/23	ATO	DS	Prepare a plan class report for the supplemental service of	Solicitation	1.30

BlockFi Inc.

Page 8

Invoice #: 22059

			voting credentials		
08/29/23	ATO	DS	Prepare a spreadsheet to assist with responding to incoming creditor inquiries related to solicitation	Call Center / Credit Inquiry	1.70
08/29/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	2.80
08/29/23	ATO	DS	Review responses to inquiries from F. Petrie (Kirkland) related to solicitation	Solicitation	0.50
08/29/23	ATO	DS	Confer with C. Liu (Kroll) regarding incoming inquiries related to solicitation	Call Center / Credit Inquiry	0.60
08/29/23	ATO	DS	Confer with M. Shankweiler (BRG) regarding the supplemental solicitation mailing	Solicitation	0.40
08/29/23	ATO	DS	Respond to inquiries from C. Okike and F. Petrie (Kirkland) regarding solicitation	Solicitation	0.30
08/29/23	MLC	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.80
08/29/23	MLC	SA	Quality assurance review of incoming ballots	Ballots	0.80
08/29/23	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	1.30
08/30/23	ATO	DS	Prepare a plan class report for the supplemental service of voting credentials	Solicitation	1.30
08/30/23	ATO	DS	Prepare a spreadsheet to assist with responding to incoming creditor inquiries related to solicitation	Call Center / Credit Inquiry	1.00
08/30/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	5.10
08/30/23	ATO	DS	Respond to inquiries from F. Petrie (Kirkland) related to solicitation	Solicitation	0.40
08/30/23	ATO	DS	Respond to inquiries from M. Shankweiler (BRG) related to solicitation	Solicitation	0.40
08/30/23	ATO	DS	Confer with G. Brunswick (Kroll) regarding solicitation	Solicitation	0.60
08/30/23	ATO	DS	Confer with M. Shankweiler (BRG) regarding the plan class report to be used for the supplemental solicitation mailing	Solicitation	0.60
08/30/23	ATO	DS	Telephone conference with M. Henry (BlockFi) and L. Sisson (Haynes Boone) related to the supplemental solicitation	Solicitation	0.70
08/30/23	ATO	DS	Review responses to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.90
08/30/23	ATO	DS	Telephone conference with M. Shankweiler, B. Witherell (BRG) and M. Henry (BlockFi) related to the supplemental solicitation	Solicitation	0.70
08/30/23	HST	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	3.20
08/30/23	JUL	SA	Respond to inquiries regarding solicitation process	Call Center / Credit Inquiry	1.50
08/30/23	MLC	SA	Quality assurance review of incoming ballots	Ballots	0.60
08/30/23	MLC	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.50

BlockFi Inc.

Page 9

Invoice #: 22059

08/30/23	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	2.90
08/30/23	NCS	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	4.00
08/30/23	ZS	SA	Respond to creditor inquiries re voting	Call Center / Credit Inquiry	4.50
08/31/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	5.20
08/31/23	ATO	DS	Review responses to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.60
08/31/23	ATO	DS	Finalize the plan class report for the supplemental solicitation mailing	Solicitation	0.40
08/31/23	ATO	DS	Respond to creditor inquiries from B. Witherell (BRG) related to solicitation	Solicitation	0.20
08/31/23	ATO	DS	Confer with N. Scully, S. Brodeur, K. Okimoto, M. Crowell, M. Brown, Z. Steinberg, S. Kesler, J. Lewenson, J. Gache, H. Taatjes and C. Liu (Kroll) regarding proposed responses for incoming inquiries related to solicitation	Call Center / Credit Inquiry	0.70
08/31/23	ATO	DS	Respond to inquiries from L. Sisson (Haynes Boone) related to solicitation	Solicitation	0.80
08/31/23	HST	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	3.00
08/31/23	JZI	SA	Respond to creditor inquiries related to voting	Call Center / Credit Inquiry	4.60
08/31/23	KOK	SA	Respond to creditor inquiries related to voting	Call Center / Credit Inquiry	3.00
08/31/23	MLC	SA	Confer and coordinate with A. Orchowski (Kroll) re Blockfi inquiries	Call Center / Credit Inquiry	0.60
08/31/23	MLC	SA	Quality assurance review of incoming ballots	Ballots	1.20
08/31/23	MLC	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	2.50
08/31/23	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	8.80
08/31/23	NCS	SA	Confer and coordinate with A. Orchowski (Kroll) re solicitation inquiries	Call Center / Credit Inquiry	0.50
08/31/23	NCS	SA	Respond to creditor inquiry related to Plan solicitation	Call Center / Credit Inquiry	6.50
08/31/23	SABR	SA	Respond to creditor inquiries related to voting	Call Center / Credit Inquiry	5.00
08/31/23	SHAH	SA	Respond to creditor inquiries related to Chapter 11 plan voting	Call Center / Credit Inquiry	9.50
08/31/23	ZS	SA	Respond to creditor inquiries re unique e-ballot id and voting	Call Center / Credit Inquiry	9.50
Total Hours					312.70



Hourly Fees by Employee through September 2023

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
CHP	Porter, Christine C	DI - Director	3.50	\$205.00	\$717.50
SHAH	Adbul Hakeem, Shakir	SA - Solicitation Consultant	30.70	\$220.00	\$6,754.00
SABR	Brodeur, Sarah	SA - Solicitation Consultant	39.80	\$220.00	\$8,756.00
MMB	Brown, Mark M	SA - Solicitation Consultant	99.00	\$220.00	\$21,780.00
MLC	Crowell, Messiah L	SA - Solicitation Consultant	12.30	\$220.00	\$2,706.00
CLL	Liu, Calvin L	SA - Solicitation Consultant	48.30	\$220.00	\$10,626.00
NCS	Scully, Nickesha C	SA - Solicitation Consultant	33.30	\$220.00	\$7,326.00
ZS	Steinberg, Zachary	SA - Solicitation Consultant	8.80	\$220.00	\$1,936.00
JZI	Ziffer, Jordan	SA - Solicitation Consultant	18.50	\$220.00	\$4,070.00
JGB	Berman, Jessica G	DI - Director	0.30	\$245.00	\$73.50
GB	Brunswick, Gabriel	DI - Director	1.20	\$245.00	\$294.00
JTH	Hughes, James T	DI - Director	3.00	\$245.00	\$735.00
SW	Weiner, Shira D	DI - Director	5.20	\$245.00	\$1,274.00
JFD	Daloia, James F	DS - Director of Solicitation	6.30	\$245.00	\$1,543.50
CJ	Johnson, Craig	DS - Director of Solicitation	4.20	\$245.00	\$1,029.00
ATO	Orchowski, Alex T	DS - Director of Solicitation	181.40	\$245.00	\$44,443.00
DS	Sharp, David	DS - Director of Solicitation	2.80	\$245.00	\$686.00
TOTAL:			498.60		\$114,749.50

Hourly Fees by Task Code through September 2023

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
BALL	Ballots	16.00	\$3,595.00
INQR	Call Center / Credit Inquiry	316.00	\$71,510.00
RETN	Retention / Fee Application	1.20	\$294.00
SOFA	Schedules & SOFA	3.80	\$791.00

BlockFi Inc.

Page 2

Invoice #: 22292

SOLI	Solicitation	161.60	\$38,559.50
		TOTAL: 498.60	\$114,749.50

BlockFi Inc.

Page 3

Invoice #: 22292

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
09/01/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	3.90
09/01/23	ATO	DS	Respond to inquiries from B. Witherell (BRG) related to solicitation	Solicitation	0.30
09/01/23	ATO	DS	Respond to inquiries from F. Petrie (Kirkland) related to solicitation	Solicitation	0.70
09/01/23	ATO	DS	Respond to inquiries from L. Sisson (Haynes Boone) related to solicitation	Solicitation	0.40
09/01/23	ATO	DS	Review responses to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.60
09/01/23	JTH	DI	Review and prepare electronic ballot submission portal	Ballots	3.00
09/01/23	JZI	SA	Respond to creditor inquiries related to voting	Call Center / Credit Inquiry	6.90
09/01/23	MLC	SA	Quality assurance review of incoming ballots	Ballots	0.70
09/01/23	MLC	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	4.50
09/01/23	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	6.70
09/01/23	NCS	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	6.00
09/01/23	SABR	SA	Respond to creditor inquiries related to voting event	Call Center / Credit Inquiry	5.30
09/01/23	SHAH	SA	Respond to creditor inquiries related to Chapter 11 plan voting	Call Center / Credit Inquiry	9.10
09/02/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	8.60
09/02/23	ATO	DS	Respond to inquiries from F. Petrie (Kirkland) related to solicitation	Solicitation	1.60
09/02/23	ATO	DS	Confer with C. Johnson, G. Brunswick and S. Weiner (Kroll) regarding the electronic ballot portal	Solicitation	0.50
09/02/23	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	5.30
09/03/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	2.10
09/03/23	ATO	DS	Confer with J. Daloia, E. Echevarria, and S. Weiner (Kroll) regarding the electronic ballot portal	Solicitation	0.50
09/03/23	ATO	DS	Coordinate making updates to the electronic ballot portal	Solicitation	4.80
09/03/23	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	8.80
09/04/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center /	4.10

BlockFi Inc.

Page 4

Invoice #: 22292

				Credit Inquiry	
09/04/23	ATO	DS	Respond to inquiries from F. Petrie (Kirkland) related to solicitation	Solicitation	0.60
09/04/23	ATO	DS	Confer with J. Daloia, E. Echevarria, and S. Weiner (Kroll) regarding the electronic ballot portal	Solicitation	1.20
09/04/23	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	7.60
09/05/23	ATO	DS	Confer with S. Weiner (Kroll) regarding the electronic ballot portal	Solicitation	0.50
09/05/23	ATO	DS	Confer with R. Liu (Kroll) regarding the electronic ballot portal	Solicitation	0.40
09/05/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	2.10
09/05/23	ATO	DS	Respond to inquiries from B. Witherell (BRG) related to solicitation	Solicitation	0.30
09/05/23	ATO	DS	Respond to inquiries from C. Okike (Kirkland) related to solicitation	Solicitation	0.50
09/05/23	ATO	DS	Respond to inquiries from F. Petrie (Kirkland) related to solicitation	Solicitation	0.90
09/05/23	ATO	DS	Respond to inquiries from L. Sisson (Haynes Boone) related to solicitation	Solicitation	0.40
09/05/23	ATO	DS	Telephone conference with C. Okike (Kirkland) and B. Witherell (BRG) related to solicitation	Solicitation	0.50
09/05/23	ATO	DS	Confer with C. Liu (Kroll) regarding solicitation	Solicitation	0.80
09/05/23	ATO	DS	Prepare supplemental plan class report in preparation for the plan reclassification notice mailing	Solicitation	1.30
09/05/23	CLL	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	4.00
09/05/23	DS	DS	Monitor and review emails re solicitation	Solicitation	1.30
09/05/23	JZI	SA	Respond to creditor inquiries related to voting	Call Center / Credit Inquiry	1.60
09/05/23	MLC	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	2.30
09/05/23	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	9.40
09/05/23	NCS	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	7.00
09/05/23	SABR	SA	Respond to creditor inquiries related to voting event	Call Center / Credit Inquiry	6.80
09/06/23	ATO	DS	Confer with R. Lim and J. Hughes (Kroll) regarding the electronic ballot portal	Solicitation	0.90
09/06/23	ATO	DS	Confer with S. Weiner (Kroll) regarding the electronic ballot portal	Solicitation	0.50
09/06/23	ATO	DS	Conduct quality assurance review of the preliminary voting report	Solicitation	1.60

BlockFi Inc.

Page 5

Invoice #: 22292

09/06/23	ATO	DS	Respond to inquiries from R. Jacobson (Kirkland) related to the electronic ballot portal	Solicitation	0.80
09/06/23	ATO	DS	Respond to inquiries from F. Petrie and C. Okike (Kirkland) regarding the online ballot portal	Solicitation	0.30
09/06/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	2.40
09/06/23	ATO	DS	Respond to inquiries from C. Okike (Kirkland) related to solicitation	Solicitation	0.40
09/06/23	CLL	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	3.40
09/06/23	MLC	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	1.00
09/06/23	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	3.90
09/06/23	NCS	SA	Respond to creditor inquiry related to Plan solicitation	Call Center / Credit Inquiry	5.00
09/06/23	SABR	SA	Respond to creditor inquiries related to voting event	Call Center / Credit Inquiry	8.20
09/06/23	SHAH	SA	Respond to creditor inquiries related to Chapter 11 plan voting	Call Center / Credit Inquiry	8.90
09/07/23	ATO	DS	Confer with R. Lim and J. Hughes (Kroll) regarding the electronic ballot portal	Solicitation	0.30
09/07/23	ATO	DS	Confer with S. Weiner (Kroll) regarding the electronic ballot portal	Solicitation	0.20
09/07/23	ATO	DS	Respond to inquiries from T. Eck (Kirkland) related to solicitation	Solicitation	0.20
09/07/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	3.10
09/07/23	ATO	DS	Respond to inquiries from F. Petrie (Kirkland) regarding the online ballot portal	Solicitation	0.70
09/07/23	JZI	SA	Respond to creditor inquiries related to voting	Call Center / Credit Inquiry	3.20
09/07/23	MLC	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.60
09/07/23	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	10.10
09/07/23	NCS	SA	Respond to creditor inquiry related to Plan solicitation	Call Center / Credit Inquiry	4.00
09/07/23	SHAH	SA	Respond to creditor inquiries related to Chapter 11 plan voting	Call Center / Credit Inquiry	6.70
09/08/23	ATO	DS	Confer with M. Brown, S. Brodeur, N. Scully, C. Liu, Z. Steinberg, S. Kesler, J. Gache (Kroll) regarding incoming solicitation inquiries	Call Center / Credit Inquiry	0.60
09/08/23	ATO	DS	Respond to inquiries from J. Ryan (Kirkland) related to solicitation	Solicitation	1.40
09/08/23	ATO	DS	Respond to inquiries from M. Shankweiler (BRG) related to	Solicitation	0.80

BlockFi Inc.

Page 6

Invoice #: 22292

			solicitation		
09/08/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	4.60
09/08/23	ATO	DS	Respond to inquiries from F. Petrie (Kirkland) regarding the online ballot portal	Solicitation	0.30
09/08/23	JZI	SA	Respond to creditor inquiries related to voting	Call Center / Credit Inquiry	2.30
09/08/23	MLC	SA	Confer and coordinate with case team re solicitation inquiries	Solicitation	0.40
09/08/23	MLC	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	1.20
09/08/23	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	10.30
09/08/23	NCS	SA	Respond to creditor inquiry related to Plan solicitation	Call Center / Credit Inquiry	4.00
09/08/23	SABR	SA	Respond to creditor inquiries related to voting event	Call Center / Credit Inquiry	8.00
09/08/23	SHAH	SA	Respond to creditor inquiries related to Chapter 11 plan voting	Call Center / Credit Inquiry	2.10
09/08/23	ZS	SA	Confer with A. Orchowski (Kroll) re inquiry workload	Solicitation	0.30
09/09/23	ATO	DS	Conduct quality assurance review of the preliminary voting report	Solicitation	2.30
09/09/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	8.20
09/09/23	ATO	DS	Confer with B. Witherell (BRG) regarding incoming solicitation inquiries	Solicitation	0.50
09/09/23	CLL	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	2.00
09/09/23	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	7.10
09/10/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	9.40
09/10/23	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	8.20
09/10/23	SABR	SA	Respond to creditor inquiries related to voting event	Call Center / Credit Inquiry	3.00
09/11/23	ATO	DS	Conduct quality assurance review of the preliminary voting report	Solicitation	1.90
09/11/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	7.10
09/11/23	ATO	DS	Respond to inquiries from F. Petrie (Kirkland) related to solicitation	Solicitation	0.70
09/11/23	CHP	DI	Confer and correspond with J. Rogala (BRG) re schedule A/B and schedule F amendments	Schedules & SOFA	0.20
09/11/23	CLL	SA	Quality assurance review of incoming ballots	Ballots	1.00

BlockFi Inc.

Page 7

Invoice #: 22292

09/11/23	CLL	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	3.50
09/11/23	JGB	DI	Conference with C. Porter (Kroll) regarding Schedule A/B amendments; conference with L. Sisson (Haynes) regarding Schedule A/B and F amendments	Schedules & SOFA	0.30
09/11/23	JZI	SA	Respond to creditor inquiries related to voting	Call Center / Credit Inquiry	4.50
09/11/23	MLC	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	1.60
09/11/23	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	11.10
09/11/23	NCS	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	4.50
09/11/23	SABR	SA	Respond to creditor inquiries related to voting event	Call Center / Credit Inquiry	8.50
09/11/23	SHAH	SA	Respond to creditor inquiries related to Chapter 11 plan voting	Call Center / Credit Inquiry	3.90
09/11/23	ZS	SA	Respond to creditor inquiries re voting	Call Center / Credit Inquiry	5.00
09/12/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	5.10
09/12/23	ATO	DS	Respond to inquiries from C. Okike (Kirkland) related to solicitation	Solicitation	0.50
09/12/23	ATO	DS	Respond to inquiries from M. Henry (BlockFi) related to solicitation	Solicitation	0.30
09/12/23	ATO	DS	Respond to inquiries from A. Probst (BRG) related to solicitation	Solicitation	0.30
09/12/23	ATO	DS	Review responses to inquiries from M. Shankweiler (BRG) related to solicitation	Solicitation	0.30
09/12/23	ATO	DS	Confer with C. Liu (Kroll) regarding the preliminary voting report	Solicitation	0.80
09/12/23	ATO	DS	Respond to inquiries from T. Eck (Kirkland) related to solicitation	Solicitation	1.10
09/12/23	CHP	DI	Confer and correspond with J. Rogala (BRG) re schedule A/B and schedule F amendments	Schedules & SOFA	0.20
09/12/23	CLL	SA	Quality assurance review of incoming ballots	Ballots	2.70
09/12/23	CLL	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	3.50
09/12/23	DS	DS	Monitor and review emails re solicitation	Solicitation	0.60
09/12/23	GB	DI	Draft monthly fee statement	Retention / Fee Application	1.20
09/12/23	NCS	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	0.80
09/13/23	ATO	DS	Conduct quality assurance review of the draft vote declaration	Solicitation	1.60
09/13/23	ATO	DS	Conduct quality assurance review of the preliminary voting	Solicitation	1.80

BlockFi Inc.

Page 8

Invoice #: 22292

			report		
09/13/23	ATO	DS	Confer with J. Hughes (Kroll) regarding the preliminary voting report	Solicitation	0.80
09/13/23	ATO	DS	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	3.60
09/13/23	CHP	DI	Confer and correspond with J. Rogala and M. Shankweiler (BRG) re schedule A/B and schedule F amendments (0.3); Prepare schedule A/B and schedule F amendment drafts (2.2)	Schedules & SOFA	2.50
09/13/23	CLL	SA	Confer and coordinate with A. Orchowski (Kroll) re tasks for the week	Solicitation	0.40
09/13/23	CLL	SA	Quality assurance review of incoming ballots	Ballots	1.10
09/13/23	CLL	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	4.00
09/13/23	NCS	SA	Respond to creditor inquiry related to Plan solicitation	Call Center / Credit Inquiry	0.50
09/14/23	ATO	DS	Conduct quality assurance review of the draft vote declaration	Solicitation	0.40
09/14/23	ATO	DS	Conduct quality assurance review of the preliminary voting report	Solicitation	2.60
09/14/23	ATO	DS	Confer with J. Hughes (Kroll) regarding the preliminary voting report	Solicitation	0.20
09/14/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	2.40
09/14/23	ATO	DS	Confer with G. Brunswick (Kroll) regarding the draft vote declaration	Solicitation	0.30
09/14/23	CHP	DI	Confer and correspond with M. Henry (BlockFi) and L. Sisson (Haynes & Boone) re amended schedules	Schedules & SOFA	0.20
09/14/23	DS	DS	Monitor and review emails re solicitation	Solicitation	0.50
09/14/23	NCS	SA	Respond to creditor inquiry related to Plan solicitation	Call Center / Credit Inquiry	0.50
09/15/23	ATO	DS	Respond to inquiries from B. Witherell (BRG) related to the final voting results	Solicitation	0.20
09/15/23	ATO	DS	Respond to inquiries from T. Eck (Kirkland) related to solicitation	Solicitation	0.50
09/15/23	NCS	SA	Respond to creditor inquiry related to Plan solicitation	Call Center / Credit Inquiry	0.40
09/18/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	2.30
09/18/23	ATO	DS	Review responses to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.40
09/18/23	CHP	DI	Prepare schedule A/B and F Amendments for filing	Schedules & SOFA	0.40
09/18/23	CJ	DS	Coordinate finalizing voting declaration and voting results	Solicitation	0.90
09/18/23	CLL	SA	Quality assurance review of incoming ballots	Ballots	3.50

BlockFi Inc.

Page 9

Invoice #: 22292

09/18/23	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	3.70
09/19/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	2.60
09/19/23	ATO	DS	Respond to inquiries from M. Henry (BlockFi) related to solicitation	Solicitation	1.20
09/19/23	CJ	DS	Coordinate finalizing voting declaration and voting results	Solicitation	0.70
09/19/23	CLL	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	1.70
09/19/23	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	6.30
09/19/23	MMB	SA	Review correspondence with A. Orchowski and J. Lewenson (Kroll) and creditors related to solicitation	Solicitation	0.30
09/20/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.70
09/20/23	ATO	DS	Confer with C. Liu (Kroll) regarding the final voting report	Solicitation	0.90
09/20/23	ATO	DS	Respond to inquiries from J. Rogala (BRG) related to solicitation	Solicitation	0.60
09/20/23	CJ	DS	Manage final tabulation and reporting the results thereof	Solicitation	0.80
09/20/23	CLL	SA	Quality assurance review of incoming ballots	Ballots	1.00
09/20/23	CLL	SA	Prepare vote declaration	Solicitation	2.00
09/20/23	MMB	SA	Review correspondence with A. Orchowski, C. Porter and C. Liu (Kroll), J. Rogala (BRG) and F. Petrie and T. Eck (Kirkland) related to solicitation	Solicitation	0.20
09/21/23	ATO	DS	Conduct quality assurance review of the voting report	Solicitation	3.40
09/21/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	1.10
09/21/23	ATO	DS	Respond to inquiries from M. Henry (BlockFi) related to solicitation	Solicitation	1.20
09/21/23	ATO	DS	Confer with C. Liu and Z. Steinberg (Kroll) regarding finalizing the voting results	Solicitation	0.60
09/21/23	ATO	DS	Confer with F. Petrie (Kirkland) regarding the voting results and tabulation procedures	Solicitation	0.50
09/21/23	ATO	DS	Confer with G. Brunswick (Kroll) regarding the final voting results	Solicitation	0.30
09/21/23	ATO	DS	Confer with T. Eck (Kirkland) regarding the draft vote declaration	Solicitation	0.20
09/21/23	ATO	DS	Respond to inquiries from A. Probst (BRG) related to solicitation	Solicitation	0.40
09/21/23	ATO	DS	Respond to inquiries from B. Witherell (BRG) related to the final voting results	Solicitation	0.30
09/21/23	CJ	DS	Manage compilation and finalization of voting results	Solicitation	0.70
09/21/23	CLL	SA	Review omnibus objections to apply updates to ballots in connection with the underlying claim that is part of the objections	Solicitation	2.70

BlockFi Inc.

Page 10

Invoice #: 22292

09/21/23	CLL	SA	Prepare vote declaration	Solicitation	1.50
09/21/23	JFD	DS	Review and provide comments to draft voting declaration	Solicitation	0.80
09/21/23	NCS	SA	Review correspondence related to Plan solicitation	Solicitation	0.60
09/21/23	ZS	SA	Confer with A. Orchowski (Kroll) re ballot quality assurance	Solicitation	0.50
09/21/23	ZS	SA	Quality assurance review of incoming ballots	Ballots	3.00
09/22/23	ATO	DS	Conduct quality assurance review of the voting report	Solicitation	5.20
09/22/23	ATO	DS	Respond to inquiries from M. Henry (BlockFi) related to solicitation	Solicitation	1.30
09/22/23	ATO	DS	Confer with C. Liu (Kroll) regarding finalization of the voting results	Solicitation	1.20
09/22/23	ATO	DS	Confer with G. Brunswick and J. Daloia (Kroll) regarding the final voting results	Solicitation	1.20
09/22/23	ATO	DS	Telephone conference with M. Henry (BlockFi) and F. Petrie (Kirkland) regarding the voting report	Solicitation	0.50
09/22/23	CLL	SA	Teleconference with A. Orchowski, G. Brunswick and C. Liu (Kroll); M. Henry, C. Smith and P. McDougall (BlockFi); F. Petrie (K&E); and A. Probst (BRG) re voting results	Solicitation	0.40
09/22/23	CLL	SA	Pull claim exports from database for purposes of providing to counsel	Solicitation	2.60
09/22/23	CLL	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	1.60
09/23/23	ATO	DS	Conduct quality assurance review of the voting report	Solicitation	8.40
09/23/23	ATO	DS	Respond to inquiries from A. Probst (BRG) related to solicitation	Solicitation	0.30
09/23/23	ATO	DS	Respond to inquiries from M. Henry (BlockFi) related to solicitation	Solicitation	2.60
09/24/23	ATO	DS	Telephone conference with A. Probst (BRG) and F. Petrie (Kirkland) related to solicitation	Solicitation	0.50
09/24/23	ATO	DS	Confer with F. Petrie (Kirkland) regarding the voting results and tabulation procedures	Solicitation	1.20
09/24/23	ATO	DS	Confer with G. Brunswick and J. Daloia (Kroll) regarding the final voting results	Solicitation	1.10
09/24/23	ATO	DS	Conduct quality assurance review of the voting report	Solicitation	10.10
09/24/23	ATO	DS	Respond to inquiries from A. Probst (BRG) related to solicitation	Solicitation	0.80
09/24/23	ATO	DS	Respond to inquiries from C. Okike (Kirkland) related to the final voting results	Solicitation	0.30
09/24/23	ATO	DS	Respond to inquiries from M. Henry (BlockFi) related to solicitation	Solicitation	1.20
09/24/23	ATO	DS	Respond to inquiries from M. Koch (Kirkland) regarding the vote declaration	Solicitation	0.20
09/24/23	CLL	SA	Prepare vote declaration	Solicitation	3.00
09/25/23	ATO	DS	Conduct quality assurance review of the vote declaration	Solicitation	9.90
09/25/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center /	0.30

BlockFi Inc.

Page 11

Invoice #: 22292

				Credit Inquiry	
09/25/23	ATO	DS	Prepare for the upcoming confirmation hearing	Solicitation	0.60
09/25/23	CJ	DS	Review final draft of Daloia voting declaration before its filing	Solicitation	1.10
09/25/23	CLL	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	2.70
09/26/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.70
09/26/23	ATO	DS	Prepare for the upcoming confirmation hearing	Solicitation	1.10
09/26/23	ATO	DS	Participate in the confirmation hearing	Solicitation	2.80
09/26/23	DS	DS	Monitor and review emails re solicitation	Solicitation	0.40
09/26/23	JFD	DS	Half travel time to Confirmation Hearing	Solicitation	1.00
09/26/23	JFD	DS	In person appearance at Confirmation Hearing	Solicitation	4.50
09/26/23	SW	DI	Travel to and from confirmation hearing (billed at half time)	Solicitation	0.70
09/26/23	SW	DI	Attendance at confirmation hearing	Solicitation	4.50
09/27/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	1.80
09/28/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.70
09/29/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	1.10
Total Hours					498.60



Hourly Fees by Employee through October 2023

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
NCS	Scully, Nickesha C	SA - Solicitation Consultant	0.40	\$220.00	\$88.00
ATO	Orchowski, Alex T	DS - Director of Solicitation	1.60	\$245.00	\$392.00
TOTAL:			2.00		\$480.00

Hourly Fees by Task Code through October 2023

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
INQR	Call Center / Credit Inquiry	1.60	\$382.00
SOLI	Solicitation	0.40	\$98.00
TOTAL:		2.00	\$480.00

BlockFi Inc.

Page 2

Invoice #: 22544

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
10/02/23	ATO	DS	Respond to inquiries from L. Sisson (Haynes Boone) related to solicitation	Solicitation	0.40
10/02/23	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	1.20
10/02/23	NCS	SA	Respond to creditor inquiry related to Plan solicitation	Call Center / Credit Inquiry	0.40
Total Hours					2.00

Expense Detail

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
Travel			\$244.00
Total Expenses			\$244.00

KROLL RESTRUCTURING ADMINISTRATION LLC

55 East 52nd Street, 17th Floor

New York, New York 10055

Telephone: (212) 257-5450

Email: legal@kbs.kroll.com

*Administrative Advisor to the Debtors
and Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

IN RE: BlockFi Inc., et al.¹

APPLICANT: Kroll Restructuring Administration
LLC

CASE NO.: 22-19361 (MBK)

CLIENT: Chapter 11 Debtors

CHAPTER: 11

CASE FILED: November 28, 2022

**COMBINED MONTHLY AND FINAL
APPLICATION OF KROLL RESTRUCTURING ADMINISTRATION LLC FOR
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED DURING (I) THE MONTHLY FEE PERIOD FROM OCTOBER 1,
2023 THROUGH OCTOBER 3, 2023; AND (II) THE FINAL FEE PERIOD
FROM NOVEMBER 28, 2022 THROUGH AND INCLUDING OCTOBER 3, 2023**

**TO: HONORABLE MICHAEL B. KAPLAN
UNITED STATES BANKRUPTCY JUDGE**

Kroll Restructuring Administration LLC (“**Kroll**”), administrative advisor for the debtors and debtors-in-possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (these “**Chapter 11 Cases**”), submits this combined monthly and final application (this “**Application**”) pursuant to sections 327, 330(a), 331 and 503(b) of title 11 of the United States Code (as amended, the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy

¹ The Debtors in these Chapter 11 Cases and the last four digits of each Debtor’s federal tax identification number, as applicable, are as follows: BlockFi Inc. (0015); BlockFi Trading LLC (2487); BlockFi Lending LLC (5017); BlockFi Wallet LLC (3231); BlockFi Ventures LLC (9937); BlockFi International Ltd. (N/A); BlockFi Investment Products LLC (2422); BlockFi Services, Inc. (5965) and BlockFi Lending II LLC (0154). The location of the Debtors’ service address is 201 Montgomery Street, Suite 263, Jersey City, NJ 07302.

Procedure (the “**Bankruptcy Rules**”) and Rule 2016-1 of the Local Bankruptcy Rules for the District of New Jersey (the “**Local Bankruptcy Rules**”) for: (a) compensation in the amount of \$408.00 for professional services rendered and reimbursement of actual and necessary expenses incurred by Kroll in the amount of \$244.00 during the monthly period of October 1, 2023 through and including October 3, 2023 (the “**Monthly Fee Period**”); and (b) final allowance of compensation in the amount of \$213,562.06 for professional services rendered and reimbursement of actual and necessary expenses incurred by Kroll in the amount of \$244.00 during the period of November 28, 2022 through and including October 3, 2023 (the “**Final Fee Period**”).²

In support of this Application, Kroll respectfully states as follows:

Jurisdiction

1. The United States Bankruptcy Court for the District of New Jersey (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Reference to the Bankruptcy Court Under Title 11 dated as of September 18, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Motion is proper under 28 U.S.C. §§ 1408 and 1409.

Background

A. General Background

2. On November 28, 2022 (the “**Petition Date**”), each of the Debtors filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of New Jersey (the “**Court**”). Since the Petition Date, the

² For the avoidance of doubt, by this Application, Kroll seeks no compensation—or reimbursement for disbursements—relating to its response to the T-Mobile Security Incident (as defined and discussed more fully below).

Debtors have remained in possession of their assets and continued management of their businesses as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these Chapter 11 Cases.

3. A detailed description of the Debtors, their businesses, and the facts and circumstances supporting the Debtors' Chapter 11 cases are set forth in greater detail in the *Declaration of Mark Renzi in Support of the Debtors' Chapter 11 Petitions and First Day Motions* [Docket No. 17]. Those facts are incorporated herein by reference.

4. On December 21, 2022, the Office of the United States Trustee for the District of New Jersey (the "UST") appointed an Official Committee of Unsecured Creditors (the "Committee").

B. *Retention and Disinterestedness of Kroll*

5. On February 7, 2023, the Court entered the *Order Authorizing the Debtors' Employment and Retention of Kroll Restructuring Administration LLC as Administrative Advisor Nunc Pro Tunc to the Petition Date* [Docket No. 486] (the "**Retention Order**"), approving the Debtors' employment of Kroll. Pursuant to the Retention Order, Kroll is authorized to be compensated on an hourly basis for services rendered to the Debtors and reimbursed for actual and necessary expenses incurred by Kroll in connection therewith.

6. On January 17, 2023, the Court entered the *Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of this Court* [Docket No. 307] (the "**Interim Compensation Order**"). Pursuant to the Interim Compensation Order, Professionals (as defined therein), are authorized to be paid eighty (80%) percent of fees and one-hundred (100%) percent of expenses requested in monthly fee statements that are to be filed with

the Court, subject to a fourteen-day objection deadline. The Interim Compensation Order further provides that at four-month intervals Professionals (as defined therein) may file interim applications for allowance of compensation and reimbursement of expenses of the amount sought in the monthly fee statements, including the twenty (20%) percent holdback pursuant to section 331 of the Bankruptcy Code.

7. On October 4, 2023, this Court entered the *Findings of Fact, Conclusions of Law, and Order (I) Approving the Disclosure Statement Relating to the Third Amended Joint Chapter 11 Plan of BlockFi Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code on a Final Basis and (II) Confirming the Third Amended Joint Chapter 11 Plan of BlockFi Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Additional Technical Modifications)* [Docket No. 1660], which confirmed the *Third Amended Joint Chapter 11 Plan of BlockFi Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Additional Technical Modifications)* [Docket No. 1660, Ex. A] (as may be further amended, modified or supplemented, the “**Plan**”). On October 24, 2023, the Debtors filed the *Notice of (I) Entry of the Order (A) Approving the Disclosure Statement on a Final Basis and (B) Confirming the Third Amended Joint Chapter 11 Plan of BlockFi Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Additional Technical Modifications) and (II) Occurrence of the Effective Date* [Docket No. 1788], which stated that the effective date of the Plan occurred on October 24, 2023.

8. As disclosed in the *Declaration of Benjamin J. Steele in Support of Debtors’ Application for Entry of an order Authorizing the Employment and Retention of Kroll Restructuring Administration LLC as Administrative Advisor Nunc Pro Tunc to the Petition Date* [Docket No. 136, Ex. B] (the “**Steele Declaration**”), Kroll does not have any materially adverse

connection to the Debtors, their creditors or other relevant parties and is a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code. Kroll may have relationships with certain of the Debtors' creditors as vendors or in connection with cases in which Kroll serves or has served in a neutral capacity as claims and noticing agent and/or administrative advisor for another chapter 11 debtor.

9. Certain of Kroll's professionals were partners of or formerly employed by firms that are providing or may provide professional services to parties in interest in these cases. Such firms include Kirkland & Ellis LLP; Weil, Gotshal & Manges LLP; O'Melveny & Myers LLP; Mayer Brown LLP; Fried, Frank, Harris, Shriver & Jacobson LLP; Bracewell LLP; Curtis, Mallet-Prevost, Colt & Mosle LLP; Baker & Hostetler LLP; Togut, Segal & Segal LLP; Gibson, Dunn & Crutcher LLP; Willkie Farr & Gallagher LLP; Jones Day; Shearman & Sterling LLP; KPMG LLP; PricewaterhouseCoopers LLC; Epiq Bankruptcy Solutions, LLC; Donlin, Recano & Company, Inc. and Kurtzman Carson Consultants LLC. Additionally, James Waldron, former Clerk of the United States Bankruptcy Court for the District of New Jersey joined Kroll as Senior Advisor in March 2017. Except as disclosed in the Steele Declaration, these professionals did not work on any matters involving the Debtors while employed by their previous firms.

10. Kroll performed the services for which it seeks compensation by this Application on behalf of or for the Debtors and their estates, and not on behalf of any committee, creditor, or other entity.

11. Kroll has received no payment and no promises for payment from any source, other than the Debtors, for services rendered or to be rendered in any capacity whatsoever in connection with these Chapter 11 Cases.

12. Pursuant to Bankruptcy Rule 2016(b), Kroll has not shared, nor has Kroll agreed to share, (a) any compensation it has received or may receive with another party or person other than with partners, directors, managers, employees, or affiliates of Kroll or (b) any compensation another person or party has received or may receive from the Debtors.

Disclosure of Compensation and Requested Award

13. By this Application, Kroll requests (a) an award for the Monthly Fee Period of \$408.00 for fees for services rendered and \$244.00 for reimbursement of actual expenses; (b) an award for the Final Fee Period of \$213,562.06 for fees for services rendered and \$244.00 for reimbursement of actual expenses incurred; and (c) payment of an aggregate amount of \$165,730.23, which, as of the date hereof, is be the total amount of fees and expenses for services rendered during the Final Fee Period for which Kroll has not yet been paid.

14. Kroll prepared monthly fee applications as filed with this Court at Docket Nos. 558, 783, 997, 1147, 1273, 1403, 1570 and 1790 (each a “**Monthly Fee Application**,” and collectively, the “**Monthly Fee Applications**”) for the months covering December 2022 through September 2023.³ The Monthly Fee Applications sought approval of fees in the aggregate amount of \$82,959.75 and expenses in the aggregate amount of \$0.00. Kroll also prepared interim fee applications as filed with this Court at Docket Nos. 893 and 1571 (each an “**Interim Fee Application**” and collectively, the “**Interim Fee Applications**”) for the months covering December 2022 through July 2023.

15. In addition, Kroll incurred fees in the amount of \$408.00 and expenses in the amount of \$244.00 during the period from October 1, 2023 through October 3, 2023. Kroll

³ Kroll did not incur any fees or expenses in its capacity as administrative advisor during the month of November 2022 and therefore its first monthly and interim fee applications, as applicable, covered the period commencing December 2022.

has not filed a monthly fee application for such amounts and hereby requests allowance and approval of payment of such amounts.

16. The fees sought in this Application reflect an aggregate of 1,096.30 hours expended by Kroll professionals during the Final Fee Period rendering necessary and beneficial services to the Debtors at a blended average discounted hourly rate of \$194.80. Kroll maintains computerized records of the time expended in the performance of the services required by the Debtors and their estates. These records are maintained in the ordinary course of Kroll's practice.

17. Kroll's hourly rates are set at a level designed to fairly compensate Kroll for the work of its professionals and to cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere. Kroll regularly reviews its bills to ensure that the Debtors are only billed for services that were actual and necessary.

18. This Application is Kroll's final request for compensation for services rendered and reimbursement of expenses incurred as administrative advisor to the Debtors.

The T-Mobile Security Incident

19. As the Court and most parties in the case are aware, Kroll was the victim of a security incident at T-Mobile (the "**T-Mobile Security Incident**"), which resulted in access to information maintained by Kroll, including information related to the Debtors and their creditors.⁴ Kroll has devoted substantial time, effort, and expense in addressing creditor inquiries relating to the T-Mobile Security Incident, and—even more importantly—to ameliorate the consequences of the T-Mobile Security Incident, and to avoid future damage to the Debtors' estates and creditors.

⁴ For additional information about the T-Mobile Security Incident, please refer to Kroll's August 25, 2023, announcement, available at <https://www.kroll.com/en/about-us/news/security-incident>.

Nevertheless, Kroll emphasizes that it has not sought *any* compensation from the Debtors' estates relating to Kroll's efforts to address the T-Mobile Security Incident, in the form of fees, expense reimbursement, or otherwise.

Summary of Professional Services

20. To provide a meaningful summary of services rendered on behalf of the Debtors and their estates, Kroll has established, in accordance with the U.S. Trustee Guidelines and its internal billing procedures, subject matters in connection with these Chapter 11 Cases. Kroll incurred fees for service rendered during the Final Fee Period in the following subject matters: (A) Ballots; (B) Call Center / Credit Inquiry; (C) Disbursements; (D) Retention / Fee Applications; (E) Schedules & SOFAs and (F) Solicitation. The following is a summary of the services provided to the Debtors by subject matter: ⁵

A. Ballots

Total Undiscounted Fees: \$4,773.00; Total Hours: 21.50

21. Ballots services provided included processing incoming ballots, including receiving, reviewing and analyzing incoming ballots for timeliness and validity, inputting ballots into the voting database and auditing same, and providing technical support for processing of electronically filed ballots.

B. Call Center / Creditor Inquiry

Total Undiscounted Fees: \$101,677.50; Total Hours: 449.00

⁵ This summary of services rendered during the Final Fee Period is not intended to be a detailed or exhaustive description of the work performed by Kroll. More detailed descriptions of the work performed in the Final Fee Period, categorized by subject matter, and those day-to-day services and the time expended in performing such services are set forth in the detailed time records attached hereto as **Exhibit B**. Once again, however, Kroll notes (and its detailed time records confirm) that it has not sought any compensation for the measures Kroll took as a result of the T-Mobile Security Incident.

22. Call Center / Credit Inquiry services provided included: (a) responding to creditor inquiries regarding solicitation, including related to the voting deadline, balloting, and distributions; (b) preparing responses to frequently asked questions to be used in connection with responding to solicitation-related inquiries; (c) conferring and coordinating among the Kroll case team regarding responses to solicitation-related inquiries; and (d) performing quality assurance reviews of responses to solicitation-related inquiries.⁶

C. Disbursements

Total Undiscounted Fees: \$1,445.50; Total Hours: 6.40

23. Disbursements services provided included: (a) coordinating wire transfers in connection with the return of bid deposits; and (b) reviewing and analyzing the Debtors' Plan in preparation for future disbursements.

D. Retention / Fee Applications

Total Undiscounted Fees: \$3,307.50; Total Hours: 13.50

24. Retention / Fee Application services provided included drafting, revising and causing to be filed the Monthly Fee Applications and Interim Fee Applications, as well as reviewing and providing comments to the application to employ and retain Kroll as administrative advisor to the Debtors.

E. Schedules & SOFAs

Total Undiscounted Fees: \$24,936.00; Total Hours: 118.90

Schedules & SOFAs services provided included: (a) preparing, formatting, reviewing, and revising the Debtors' schedules of assets and liabilities (the "**Schedules**"), including Schedules A/B, D, E/F, G and H; (b) performing quality assurance reviews of the

⁶ For the avoidance of doubt, Kroll notes that while it received numerous creditor inquiries relating to the T-Mobile Security Incident, it did not charge the Debtors' estates for responding to such inquiries.

Schedules; (c) preparing, formatting, reviewing, and revising the Debtors' statements of financial affairs (the "SOFAs"), including various questions and parts therein; (d) performing quality assurance reviews of the SOFAs; and (e) preparing the amendment to Debtors' Schedules;.

F. Solicitation

Total Undiscounted Fees: \$115,110.00; Total Hours: 487.00

25. Solicitation services provided by Kroll included: (a) conferring and coordinating among the Kroll case team and Debtors' counsel regarding the solicitation of the Plan, including the proposed timetable, balloting, and voting; (b) reviewing and analyzing the solicitation materials and approved procedures to be implemented in solicitation; (c) conferring and corresponding among the Kroll case team regarding solicitation matters; (d) responding to inquiries from Debtors' counsel regarding solicitation; (e) preparing for the testimony of Christina Pullo at the exclusivity hearing; (f) updating the case website to provide for electronic balloting; (g) creating and formatting preliminary voting reports for circulation to Debtors' counsel; (h) preparing the vote declaration and performing quality assurance review of same; and (i) preparing for, traveling to, and attending the confirmation hearing as the voting declarant.

Reasonable and Necessary Services Rendered by Kroll

26. The foregoing services rendered by Kroll to the Debtors during the Monthly Period and the Final Fee Period were reasonable, necessary, and appropriate. In addition, **Exhibit B** hereto: (a) identifies the individuals that rendered services in each subject matter set forth above; (b) describes each activity or service that each individual performed; and (c) states the number of hours (in increments of tenths of an hour) spent by each individual providing the services; and (d) as applicable, a list of the expenses, by type and amount.

Actual and Necessary Expenses Incurred by Kroll

27. In rendering the services described herein, Kroll incurred actual and necessary expenses in the aggregate amount of \$244.00 during the Final Fee Period (all of which was incurred during the Monthly Fee Period) on account of confirmation hearing-related travel.

Relief Requested and the Basis Therefor

28. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 327.

29. Section 330 of the Bankruptcy Code contains two separate criteria, and before determining the reasonableness of the services rendered, the Court must make a threshold inquiry into its necessity. *See In re Engle*, 190 B.R. 206, 209 (Bankr. D.N.J. 1995); see also *In re Fleming Cos.*, 304 B.R. 85, 89 (D. Del. 2003) (discussing a two-tiered approach to determine whether compensation should be allowed – first "the court must be satisfied that the attorney performed actual and necessary services" and second, "the court must assess a reasonable value for those services."). The majority of courts that have interpreted section 330 of the Bankruptcy Code have held that an element of whether such services are "necessary" is whether they benefitted the bankruptcy estate. *Engel*, 190 B.R. at 209. Further, the test for determining necessity is objective, focusing on what services a reasonable lawyer would have performed under the same circumstances. *See In re APW Enclosure Sys., Inc.*, No. 06-11378 (MFW), 2007 WL 3112414, at *3 (Bankr. D. Del. 2007) (citing *In re Ames Dep't Stores, Inc.*, 76 F.3d 66, 72 (2d Cir. 1996)).

This test does not rely on hindsight to determine the ultimate success or failure of the attorneys' actions. *See id.* (citing *Keate v. Miller (In re Kohl)*, 95 F.3d 713, 714 (8th Cir. 1996)).

30. Once the Court determines that the services were necessary, it also assesses the reasonable value of the services. See 11 U.S.C. § 330(a)(3). Specifically, section 330(a)(3) of the Bankruptcy Code sets forth the criteria for the award of such compensation and reimbursement. In determining the amount of reasonable compensation to be awarded, the Court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including:

- a. the time spent on such services;
- b. the rates charged for such services;
- c. whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- d. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance and nature of the problem, issue, or task addressed;
- e. with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- f. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

31. In determining the reasonableness of fees, courts in this Circuit routinely “employ the twelve factors set forth in *Johnson v. GA Highway Express, Inc.*, 488 F.2d 714, 717-

19 (5th Cir. 1974).” *Staino v. Cain (In re Lan Assocs. XI, L.P.)*, 192 F.3d 109, 123 (3d Cir. 1999). These factors include: (i) the time and labor required; (ii) the novelty and difficulty of the questions involved; (iii) the skill required to perform the legal service properly; (iv) the preclusion of employment by the attorney due to acceptance of the case; (v) the customary fee charged; (vi) whether the fee is fixed or contingent; (vii) time limitations imposed by the client or the circumstances; (viii) the amount involved and the results obtained; (ix) the experience, reputation and ability of the attorneys; (x) the undesirability of the case; (xi) the nature and length of the professional relationship with the client; and (xii) awards in similar cases. *Id.* at 123 n.8.

32. In these Chapter 11 Cases, Kroll respectfully submits that the services for which it seeks compensation in this Application were necessary for and beneficial to the Debtors and their estates and were rendered to protect and preserve the Debtors’ estates. Additionally, Kroll respectfully submits that the services rendered to the Debtors were performed economically, effectively, and efficiently and that the results obtained to date have benefited not only the Debtors but all stakeholders in these Chapter 11 Cases. Kroll further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties-in-interest.

33. As demonstrated by the Application and all of the exhibits submitted in support hereof, Kroll professionals spent their time economically and without unnecessary duplication. In addition, the work conducted was carefully assigned to appropriate employees according to the experience and level of expertise required for the particular task.

34. In summary, the services rendered by Kroll were necessary and beneficial to the Debtors and their estates, and were performed in a timely manner commensurate with the complexity, importance, novelty, and nature of the issues involved.

35. Accordingly, Kroll respectfully submits that approval of the compensation sought herein is warranted.

Notice

36. Notice of this Application has been given in accordance with the Interim Compensation Order. Kroll submits that no other or further notice need be given in light of the circumstances of these Chapter 11 Cases.

No Prior Request

37. No prior application for the relief requested herein has been made to this or any other court.

WHEREFORE, Kroll respectfully requests that the Court grant the Application and such other and further relief as is just and proper.

Dated: December 5, 2023

Respectfully submitted,

KROLL RESTRUCTURING
ADMINISTRATION LLC

By: /s/ Shira D. Weiner
Shira D. Weiner
Gabriel Brunswick
55 East 52nd Street, 17th Floor
New York, New York 10055
Telephone: (212) 257-5450
Email: shira.weiner@kroll.com
gabriel.brunswick@kroll.com

*Administrative Advisor to the Debtors and
Debtors-in-Possession*

KROLL RESTRUCTURING ADMINISTRATION LLC

55 East 52nd Street, 17th Floor

New York, New York 10055

Telephone: (212) 257-5450

Email: legal@kbs.kroll.com

*Administrative Advisor to the Debtors
and Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

IN RE: BlockFi Inc., et al.¹

APPLICANT: Kroll Restructuring Administration
LLC

CASE NO.: 22-19361 (MBK)

CLIENT: Chapter 11 Debtors

CHAPTER: 11

CASE FILED: November 28, 2022

VERIFICATION

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

I, Shira D. Weiner, after being duly sworn according to law, depose and say:

1. I am the General Counsel of Kroll Restructuring Administration LLC.
2. I am generally familiar with the work performed on behalf of the Debtors by Kroll professionals.
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information, and belief.

¹ The Debtors in these Chapter 11 Cases and the last four digits of each Debtor's federal tax identification number, as applicable, are as follows: BlockFi Inc. (0015); BlockFi Trading LLC (2487); BlockFi Lending LLC (5017); BlockFi Wallet LLC (3231); BlockFi Ventures LLC (9937); BlockFi International Ltd. (N/A); BlockFi Investment Products LLC (2422); BlockFi Services, Inc. (5965) and BlockFi Lending II LLC (0154). The location of the Debtors' service address is 201 Montgomery Street, Suite 263, Jersey City, NJ 07302.

4. I have reviewed the requirements of Local Rule 2016-3 of the United States Bankruptcy Court for the District of New Jersey, and to the best of my knowledge, information and belief, the foregoing Application complies with such Local Rule.

/S/ SHIRA D. WEINER

Shira D. Weiner

SWORN TO AND SUBSCRIBED before me this 5th day of December, 2023.

/s/ GABRIEL BRUNSWICK

Notary Public, State of New York

No. 02BR6323242

Qualified in Kings County

Certificate Filed in New York County

Commission Expires Apr. 20, 2027